

## 2019 Notice of Annual General Meeting

27 September 2019

Viva Leisure Limited ("VVA"), advises that the following documents will be sent to shareholders via their nominated communication preference today:

- Notice of Annual General Meeting
- Proxy Form

The 2019 Annual Report is available at

<https://investors.vivaleisure.com.au/investor-centre/?page=annual-reports>

Shareholders wishing to manage or update their details and preferences can do so by visiting:

<https://investors.vivaleisure.com.au/investor-centre/?page=my-shareholding>

The Annual General Meeting will be held on Wednesday 30 October 2019 at 9:00 am (AEDT) at Viva Leisure head office, Unit 7, First Floor, 141 Flemington Road, Mitchell ACT 2911.

ENDS

### For further information, please contact:

Harry Konstantinou, CEO and Managing Director, +61 2 6163 8011  
[investor.relations@vivaleisure.com.au](mailto:investor.relations@vivaleisure.com.au)

### About Viva Leisure:

Founded in 2004, Viva Leisure operates health clubs (gymnasiums) within the health and leisure industry. Viva Leisure's mission is to connect health and fitness to as many people as possible and aims to provide its members with affordable, accessible and awesome facilities.

Viva Leisure offers customers several different membership options and a range of different types of facilities from big-box fitness facilities to boutique fitness facilities. The Company currently operates over 40 health clubs within the Australian Capital Territory, New South Wales and Victoria, with the majority operating under the Club Lime brand.



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**Viva Leisure Limited**

**ACN 607 079 792**

**Notice of Annual General Meeting**

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**Annual General Meeting of Viva Leisure Limited to be held at  
Unit 7, 141 Flemington Road, Mitchell, Australian Capital Territory  
on 30 October 2019 commencing at 9:00am (AEDT).**

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in any doubt as how to vote, they should seek advice from their own independent financial, taxation or legal adviser without delay.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM** or **Meeting**) of Viva Leisure Limited (the "**Company**") will be held on **30 October 2019** at **9:00am** (AEDT) at Unit 7, 141 Flemington Road, Mitchell ACT 2911.

### Annual General Meeting: Agenda

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The business to be transacted at the Meeting is set out below:

#### Item 1 – Statement and Reports

To receive and consider the Annual Report, the Financial Report and the reports and statements of the Directors and of the Auditor for the year ended 30 June 2019.

Note: There is no requirement for shareholders to approve these reports.

#### Item 2 – Ordinary Business

##### 1. Adoption of Remuneration Report

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

*"To adopt the Remuneration Report set out in the Directors' Report for the year ended 30 June 2019."*

Please note that the vote on Resolution 1 is advisory only.

##### Voting exclusion statement on Resolution 1:

In accordance with sections 250R(4) and 250BD of the Act, no member of the key management personnel of the Company or a Closely Related Party of such a member may vote (in any capacity) on Resolution 1.

However, in accordance with the Act, a person described above may vote on Resolution 1 if:

- it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or
- it is cast by the Chairman as proxy for a person who is permitted to vote, in accordance with the appointment which expressly authorises the chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 1, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 1.

##### 2. Re-Election of Bruce Glanville as Non-Executive Director

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

*"That, Bruce Glanville, who retires in accordance with Clause 13.3 of the Company's Constitution and Listing Rule 14.5 and all other purposes, and being eligible, be re-elected as a Director of the Company."*

### 3. **Approval of 10% Placement Facility**

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

*"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of additional Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."*

Voting exclusion statement on Resolution 3:

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a material benefit, except solely in the capacity of a holder of Shares, if this Resolution 3 is passed.

However, the Company will not disregard a vote if:

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

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 3, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 3.

### 4. **Approval of Issue of Options to Harry Konstantinou**

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

*"That, for the purpose of Listing Rule 10.14 and all other purposes, approval is given for the Company to grant 170,000 zero-priced options to Managing Director Harry Konstantinou or his nominee(s), under the Company's Long Term Incentive Plan on the terms and conditions described in the Explanatory Statement."*

Voting exclusion statement on Resolution 4:

In accordance with ASX Listing Rules 10.15.5 and 14.11, Harry Konstantinou, or any associate of Mr Konstantinou, is prohibited from voting in favour of Resolution 4 and the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Mr Konstantinou or any of his associates.

However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form, and it is not cast on behalf of Mr Konstantinou or any of his associates; or
- it is cast by the Chairman of 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.

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 4, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 4.

**5. Approval of Issue of Options to Angelo Konstantinou**

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

*"That, for the purpose of Listing Rule 10.11 and all other purposes, approval is given for the Company to grant 50,000 zero-priced options to Chief Technology Officer Angelo Konstantinou or his nominee(s), under the Company's Long Term Incentive Plan on the terms and conditions described in the Explanatory Statement."*

Voting exclusion statement on Resolution 5:

In accordance with ASX Listing Rules 10.13.6 and 14.11, Angelo Konstantinou, or any associate of Mr Konstantinou, is prohibited from voting in favour of Resolution 5 and the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Konstantinou or any of his associates.

However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form, and it is not cast on behalf of Mr Konstantinou or any of his associates; or
- it is cast by the Chairman of 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.

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 5, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 5.

By order of the board:



.....  
Bruce Glanville

Chair

19 September 2019

## Notes

<b>Who may vote?</b>	<p>The Directors have determined, in accordance with Regulation 7.11.37 of the <i>Corporations Regulation (Cth) 2001</i>, that all Shares of the Company that are quoted on ASX at 7.00pm on 28 October 2019 will, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time.</p> <p>This means that any person registered as the holder of Shares at 7.00pm on 28 October 2019 is entitled to attend and vote at the Meeting in respect of those Shares.</p>
<b>Proxies: appointment</b>	<p>A Shareholder of the Company who is entitled to attend and vote at the Meeting has a right to appoint a person as their proxy to attend and vote for the Shareholder at the Meeting.</p> <p>A proxy need not be a Shareholder of the Company.</p>
<b>Proxies: lodgement</b>	<p>To be valid, a Proxy Form must be received by the Company by no later than 9:00am (AEDT) on Monday 28 October 2019 (<b>Proxy Deadline</b>).</p> <p>Proxy Forms may be submitted by:</p> <ul style="list-style-type: none"> <li>(a) lodgement online at: <a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a></li> <li>(b) hand deliver to: Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 (during business hours only);</li> <li>(c) post to: Viva Leisure Limited C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia; or</li> <li>(d) facsimile: 02 9287 0309 (within Australia) +61 2 9287 0309 (from outside Australia)</li> </ul> <p>A written proxy appointment must be signed by the Shareholder or the Shareholder's attorney, or where the Shareholder is a body corporate, by its corporate representative or at least 2 officers of that Shareholder.</p> <p>Where the appointment is signed by the appointor's attorney, a certified copy of the authority, or the authority itself, must be lodged with the Company in one of the above ways by the Proxy Deadline. If facsimile transmission is used, the authority must be certified.</p>
<b>Body corporate representative</b>	<p>A Shareholder of the Company who is a body corporate and who is entitled to attend and vote at the Meeting, or a validly appointed proxy who is a body corporate and who is appointed by a Shareholder of the Company entitled to attend and vote at the Meeting, may appoint a person to act as its representative at the Meeting by providing that person with:</p> <ul style="list-style-type: none"> <li>(a) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or</li> <li>(b) a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.</li> </ul>

## **Viva Leisure Limited ACN 607 079 792 (Company)**

### **Explanatory Statement**

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#### **1. Background**

##### **1.1 Introduction**

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions set out in the accompanying Notice. It explains the Resolutions and identifies the Board's reasons for putting them to Shareholders.

##### **1.2 Action to be taken by Shareholders**

Shareholders should read this Explanatory Statement carefully before deciding how to vote on the Resolutions set out in the Notice.

All Shareholders are invited and encouraged to attend the Meeting. If Shareholders are unable to attend in person, the attached Proxy Form should be completed, signed and returned to the Company in accordance with the instructions contained in the Proxy Form and the Notice. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person, but the person appointed as the proxy must not exercise the rights conferred by the Proxy Form.

#### **2. Resolutions**

##### **2.1 Resolution 1 – Adoption of Remuneration Report**

The Remuneration Report for the year ended 30 June 2019 outlines the remuneration arrangements of the Company in accordance with the requirements of the Corporations Act and its regulations. The report details the remuneration arrangements for Key Management Personnel which includes Non-Executive Directors, the Managing Director and key senior executives. The report is set out in the 2019 Annual Report which is also available on the Company's website at [www.vivaleisure.com.au](http://www.vivaleisure.com.au).

The Board is committed to ensuring that the remuneration structure for Key Management Personnel is closely aligned to the strategy and business objectives of the Company, with a focus on driving a performance culture and delivering results that are acceptable to Shareholders. It is the Board's objective to deliver a Remuneration Report which explains the way in which financial rewards for Key Management Personnel drive the Company's short-term and long-term performance.

Shareholders will be given a reasonable opportunity at the Meeting to raise questions and make comments on the Remuneration Report.

The vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Directors will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

In accordance with section 250V of the Corporations Act, if 25% or more of the votes cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs 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 submit themselves for re-election. The Company encourages all shareholders to cast their vote on Resolution 1.

In summary, the Remuneration Report:

- (a) explains the Board’s policies in relation to the nature and level of remuneration paid to Directors and Key Management Personnel of the Company;
- (b) discusses the link between the Board’s policies and the Company’s performance; and
- (c) sets out remuneration details for each Director and for each member of the Company’s senior executive management team.

A voting exclusion statement applies to this resolution, as set out in this Notice of Meeting.

### **Recommendation**

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this Resolution.

## **2.2 Resolution 2 - Re-Election of Bruce Glanville as Non-Executive Director**

Resolution 2 is an ordinary resolution which seeks approval for re-election of Mr Bruce Glanville as Non-Executive Director of the Company.

In accordance with Clause 13.3 of the Company’s Constitution and Listing Rule 14.5 at every AGM of the Company at least one Director needs to stand for re-election. The Constitution provides at Clause 13.3 that in such a situation, the Director to retire is the Director that has been in office the longest (other than the Managing Director), and in the event that there are multiple Directors elected on the same day the Director to retire will be decided by lot (unless one of the Directors agrees otherwise).

Given the Non-Executive Directors of the Company were appointed on the same date, the Board has determined that Mr Bruce Glanville is to retire at this AGM and seek re-election.



Details of the experience and qualifications of Mr Bruce Glanville is as follows:

Bruce acts as Chair and Independent, Non-Executive Director of the Company. In addition, Bruce currently sits on the Company's Audit and Risk Committee and People and Culture Committee.

Bruce joined the Company's advisory board during 2014 and was formally appointed to the Board as Chair in 2018. He has extensive experience providing board leadership and governance in addition to driving growth strategies to the businesses he has led.

Bruce has held non-executive directorships in a range of listed and unlisted public companies and private companies including Wingara AG Ltd (formerly Biron Capital Ltd) and previously as chair of SPAR Australia Limited (formerly Australian Retail Logistics Ltd), ACT TAB Ltd, Tiapukai Cultural Park Pty Ltd and Gundagai Meat Processors.

Bruce is a Chartered Accountant and was formerly a partner at Duesburys, Rolins Consulting and Deloitte.

He was the former Chair of Chartered Accountants ANZ Advisory Group (Canberra) and was formerly Chair of Arthritis Association ACT and Manuka Board of Management.

Bruce is currently the sole principal of Rolins Consulting. Bruce does not expect that his other business activities will interfere with his ability to act as Non-Executive Director of the Company.

**Recommendation**

The Board (excluding Bruce due to his personal interest) unanimously recommends that Shareholders vote in favour of Resolution 2.

**2.3 Resolution 3 - Approval of 10% Placement Facility**

**General**

Listing Rule 7.1A enables eligible entities to issue Equity Securities (as that term is defined in the ASX Listing Rules) up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to below). The Company may use the funds raised from the issue of Equity Securities under the 10% Placement Facility for such things including but not limited to non-cash consideration for the acquisition of new or existing businesses, assets and investments, payment of consultants in lieu of fees and also for other means to generally expand the Company's business.

## **Description of ASX Listing Rule 7.1A**

### **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

### **Equity Securities**

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. The Company, as at the date of the Notice, has on issue both quoted and unquoted classes of Equity Securities, being Shares and unlisted options.

### **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval under Listing Rule 7.1A 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 calculated in accordance with the following formula:

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

Where:

**A** is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

*Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** is 10%.

**E** is 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 the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

### **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1. At the date of this Notice, the Company has on issue 52,600,000 Shares and will have a capacity to issue 7,890,000 Equity Securities under Listing Rule 7.1. Further as at the date of

this Notice, following shareholder approval being obtained under Resolution 3, the Company will have capacity to issue a further 5,260,000 Equity Securities under Listing Rule 7.1A. However, the actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to above).

The above calculation does not include any future issues of Equity Securities for which approval has been sought under this Notice.

#### Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

#### 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (b) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

#### **(10% Placement Period)**

#### Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1. Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

#### Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days 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 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 3 is approved by shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing shareholders on the basis of the closing price of the Company's Shares of \$2.00 each on 19 September 2019 and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$1.00 50% decrease in issue price	\$2.00 Issue price	\$4.00 100% increase in issue price
52,600,000	10% voting dilution	5,260,000	5,260,000	5,260,000
Current Variable A	Funds raised	\$5,260,000	\$10,520,000	\$21,040,000
78,900,000	10% voting dilution	7,890,000	7,890,000	7,890,000
50% increase in current Variable A	Fund raised	\$7,890,000	\$15,780,000	\$31,560,000
105,200,000	10% voting dilution	10,520,000	10,520,000	10,520,000
100% increase in current Variable A	Funds raised	\$10,520,000	\$21,040,000	\$42,080,000

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific

placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and

- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes including but not limited to:
  - (i) non-cash consideration for the growth of its existing business, acquisition of new or existing businesses including costs associated with such acquisitions, assets and investments, payment of consultants in lieu of fees and also for other means to generally expand the Company's business. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
  - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised the growth of its existing business, acquisition of new or existing businesses including costs associated with such acquisitions, assets and investments and also for other means to generally expand the Company's business and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

- (e) 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 Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
  - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from 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 shareholders who are not related parties or associates of a related party of the Company.

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

- (f) The approval sought under Resolution 3 is the first time the Company has sought shareholder approval under Listing Rule 7.1A and thus Listing Rule 7.3A.6 is not relevant.
- (g) A voting exclusion statement is included in the Notice.

Resolution 3 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

### **Directors' recommendation**

The Board unanimously recommends that shareholders vote in favour of Resolution 3.

## **2.4 Resolution 4 - Approval of Issue of Options to Harry Konstantinou under LTI Plan**

Resolution 4 seeks approval from Shareholders for the issue of 170,000 unlisted "zero-priced" Options to Managing Director Harry Konstantinou, or his nominee, and the subsequent issue of Shares upon the exercise of the Options.

As disclosed in the Company's prospectus dated 14 May 2019, Harry is entitled to participate in the Company's Long-Term Incentive Plan (**LTI Plan**). Under the LTI Plan, Directors, management and key employees identified by the Board can be offered participation in the form of Options including Options with a zero-exercise price, and/or performance rights. Those grants are designed to assist in the reward, retention and motivation of the Company's management and key employees. In the 2019 financial year, Harry was granted the same number (170,000) of zero-priced Options under the terms of the LTI Plan.

The Board has determined that it is appropriate to grant the same number of zero-priced Options to Harry as part of his executive remuneration for FY 2020 (170,000 zero-priced Options) on substantially similar terms as the 170,000 zero-priced Options granted to Harry for FY 2019. The grant of these Options is expected to occur, subject to Shareholder approval, in November 2019.

A copy of the LTI Plan is available upon request from the Company. However a summary of the key terms of the Options proposed to be issued to Harry under the LTI Plan are provided below:

- each Option will be issued for nil consideration and has a zero exercise price;
- each Option represents a right to an ordinary share in the Company, subject to vesting conditions being met;
- Harry must remain employed by the Company's subsidiary Viva Leisure People Pty Ltd (or one of its related entities) as at 15 October 2022 in order for those Options to vest and become exercisable;

- the exercise of the Options is also subject to the satisfaction of certain performance hurdles which are determined by the Board. The table below describes the performance hurdles and vesting condition that the Board has determined will apply to the Options proposed to be issued to Harry:

Performance Hurdles:	Earnings per Share (EPS) Cumulative Compound Annual Growth Rate (CAGR)								
	<p>The percentage of Options that vest for each % EPS CAGR is illustrated in the following table:</p>								
	<table> <tr> <th data-bbox="571 589 1018 689">EPS CAGR over the three financial years ending 30 June 2022</th><th data-bbox="1034 589 1402 656">Percentage of Options that vest</th></tr> <tr> <td data-bbox="571 701 1018 745">Less than 15% (Minimum target)</td><td data-bbox="1034 701 1402 745">0%</td></tr> <tr> <td data-bbox="571 757 1018 813">15% to 20% (Within target range)</td><td data-bbox="1034 757 1402 813">50% - 100% (on a straight line basis)</td></tr> <tr> <td data-bbox="571 824 1018 902">Greater than 20% (Above maximum target)</td><td data-bbox="1034 824 1402 869">100%</td></tr> </table>	EPS CAGR over the three financial years ending 30 June 2022	Percentage of Options that vest	Less than 15% (Minimum target)	0%	15% to 20% (Within target range)	50% - 100% (on a straight line basis)	Greater than 20% (Above maximum target)	100%
EPS CAGR over the three financial years ending 30 June 2022	Percentage of Options that vest								
Less than 15% (Minimum target)	0%								
15% to 20% (Within target range)	50% - 100% (on a straight line basis)								
Greater than 20% (Above maximum target)	100%								
	<p>For the purposes of these Performance Hurdles, <b>Earnings per Share</b> means the Basic EPS recorded in the Company's audited financial statements.</p>								
	<p>The Basic EPS may be adjusted for items which the Board, in its discretion, considers should be excluded from the EPS result (such as items of a one-off and non-recurring nature).</p>								
	<p>The Board will test the satisfaction of the Performance Hurdles by 15 September 2022 (following the Company's audited accounts being finalised for FY 2022), and Harry will be notified as to the achievement of the Performance Hurdles by 30 September 2022.</p>								
	<p>The test against the Performance Hurdles will exclude the effect of AASB 16.</p>								

- once vested those Options remain exercisable by Harry for a period of up to two years and any unvested or unexercised Options will then automatically lapse;
- in the event that Harry ceases employment, then the treatment of his Options will depend on whether he is considered to be a "good leaver" or a "bad leaver" under the LTI Plan rules; and
- if a change of control event occurs, the Options may be subject to accelerated vesting in accordance with the LTI Plan rules and subject to the discretion of the Board.

## Listing Rules

Under Listing Rule 10.14, the acquisition of securities by a Director under an employee incentive scheme (such as the LTI Plan) requires Shareholder approval. Accordingly, the Company is seeking approval for the issue of the 170,000 zero-priced Options to Harry for the purposes of Listing Rule 10.14.

In accordance with the Listing Rules, Shareholders are being asked under Resolution 4 to approve the grant of the Options to Harry and, to the extent those Options are exercised, the issue of underlying Shares.

Exception 14 in Listing Rule 7.2 provides that Listing Rule 7.1 does not apply where Shareholder approval for an issue of securities is obtained under Listing Rule 10.14. This means that, if Shareholder approval is obtained for Resolution 4, the issue of the Options and the issue of underlying Shares will not deplete the Company's 15% placement capacity under Listing Rule 7.1.

For the purposes of the specific disclosures required under Listing Rule 10.15, the Company notes as follows:

<b>Maximum number of securities</b>	The maximum number of securities that may be acquired by all persons for whom approval is required is 170,000 Options. One Share will be issued upon the exercise of each Option, meaning up to 170,000 Shares may be issued upon exercise of all the Options.
<b>The price for each security</b>	The Options will be granted for nil consideration and there will be no funds raised from the issue of the Options. Further, as the Options have a zero-exercise price, the Company will not raise funds from the exercise of the Options.
<b>Recipients of securities</b>	The recipient of the Options will be Managing Director Harry Konstantinou.



<b>Identity of any previous recipients</b>	<p>The LTI Plan existed prior to the Company's listing on the ASX, the following recipients that are persons referred to in Listing Rule 10.14 have received securities under the LTI Plan previously:</p> <p>In FY 2019, Harry was granted (for nil consideration):</p> <ul style="list-style-type: none"> <li>• 170,000 zero-exercise Options under the LTI Plan;</li> <li>• 1,000,000 Tranche 1 premium priced Options (exercise price of \$1.34 per Option); and</li> <li>• 1,000,000 Tranche 2 premium priced Options (exercise price of \$1.43 per Option).</li> </ul> <p>In FY 2019, Director Bruce Glanville was granted (for nil consideration) 200,000 Tranche 1 premium priced Options (exercise price of \$1.34 per Option).</p> <p>In FY 2019, Director Susan Forrester AM was granted (for nil consideration) 100,000 Tranche 1 premium priced Options (exercise price of \$1.34 per Option).</p>
<b>Persons entitled to participate in LTI Plan</b>	<p>The parties referred to in Listing Rule 10.14 who may participate in the LTI Plan are Directors of the Company as appointed from time to time. The Company may also issue securities under the LTI Plan to management and other key employees identified by the Board.</p>
<b>Terms of any loans to acquire the securities</b>	<p>No loans are proposed to be advanced in relation to the proposed issue of the Options or the exercise of the Options.</p>
<b>The date for issue of the securities</b>	<p>Subject to all necessary Shareholder approval being obtained in accordance with this Notice, the zero-priced Options will be issued in November 2019 and in any event no later than 12 months after the date of the Meeting.</p> <p>The Company will not apply for quotation of the Options on the ASX. Further details on the terms and conditions of the Options are set out below.</p>

There is currently no proposal by the Board to issue any further securities under the LTI Plan to any Director or his Associates, other than to the parties as described in this Notice and Explanatory Statement. Any such issue would also require the approval of Shareholders under Listing Rule 10.14.

Details of any securities issued under the LTI Plan will be published in each annual report of the Company relating to the period in which those securities have been issued, along with details regarding approval for the issue of those securities which was obtained under Listing Rule 10.14.

### **Corporations Act**

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties of a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions applies or shareholder approval is obtained. For the purposes of Chapter 2E, Harry as Managing Director is a related party of the Company, by virtue of sections 228(2) of the Corporations Act.

The Board is satisfied that the “reasonable remuneration” exception in relation to Chapter 2E of the Corporations Act applies to the proposed issue of Options to Harry under the LTI Plan.

### **Directors’ recommendation**

The Board (except Harry due to his personal interest) recommends that shareholders vote in favour of Resolution 4.

## **2.5 Resolution 5 - Approval of issue of Options to Angelo Konstantinou**

Resolution 5 seeks approval from Shareholders for the issue of 50,000 unlisted “zero-priced” Options to Chief Technology Officer Angelo Konstantinou, or his nominee, and the subsequent issue of Shares upon the exercise of the Options.

As disclosed in the Company's prospectus dated 14 May 2019, Angelo is entitled to participate in the Company's Long-Term Incentive Plan (**LTI Plan**). Under the LTI Plan, Directors, management and key employees identified by the Board can be offered participation in the form of Options including Options with a zero-exercise price, and/or performance rights. Those grants are designed to assist in the reward, retention and motivation of the Company's management and key employees. In the 2019 financial year, Angelo was granted the same number (50,000) of zero-priced Options under the terms of the LTI Plan.

The Board has determined that it is appropriate to grant the same number of zero-priced Options to Angelo as part of his executive remuneration for FY 2020 (50,000 zero-priced Options) on substantially similar terms as the 50,000 zero-priced Options granted to Angelo for FY 2019. The grant of these Options is expected to occur, subject to Shareholder approval, within 1 month of the approval.

A copy of the LTI Plan is available upon request from the Company. However a summary of the key terms of the Options proposed to be issued to Angelo under the LTI Plan are provided below:

- each Option will be issued for nil consideration and has a zero exercise price;
- each Option represents a right to an ordinary share in the Company, subject to vesting conditions being met;

- Angelo must remain employed by the Company's subsidiary Viva Leisure People Pty Ltd (or one of its related entities) as at 15 October 2022 in order for those Options to vest and become exercisable;
- the exercise of the Options is also subject to the satisfaction of certain performance hurdles which are determined by the Board. The table below describes the performance hurdles and vesting condition that the Board has determined will apply to the Options proposed to be issued to Angelo:

Performance Hurdles:	Earnings per Share (EPS) Cumulative Compound Annual Growth Rate (CAGR)								
	The percentage of Options that vest for each % EPS CAGR is illustrated in the following table:								
	<table> <tr> <th data-bbox="564 712 1018 824">EPS CAGR over the three financial years ending 30 June 2022</th><th data-bbox="1026 712 1404 824">Percentage of Options that vest</th></tr> <tr> <td data-bbox="564 824 1018 880">Less than 15% (Minimum target)</td><td data-bbox="1026 824 1404 880">0%</td></tr> <tr> <td data-bbox="564 880 1018 958">15% to 20% (Within target range)</td><td data-bbox="1026 880 1404 958">50% - 100% (on a straight line basis)</td></tr> <tr> <td data-bbox="564 958 1018 1037">Greater than 20% (Above maximum target)</td><td data-bbox="1026 958 1404 1037">100%</td></tr> </table>	EPS CAGR over the three financial years ending 30 June 2022	Percentage of Options that vest	Less than 15% (Minimum target)	0%	15% to 20% (Within target range)	50% - 100% (on a straight line basis)	Greater than 20% (Above maximum target)	100%
EPS CAGR over the three financial years ending 30 June 2022	Percentage of Options that vest								
Less than 15% (Minimum target)	0%								
15% to 20% (Within target range)	50% - 100% (on a straight line basis)								
Greater than 20% (Above maximum target)	100%								
	For the purposes of these Performance Hurdles, <b>Earnings per Share</b> means the Basic EPS recorded in the Company's audited financial statements.								
	The Basic EPS may be adjusted for items which the Board, in its discretion, considers should be excluded from the EPS result (such as items of a one-off and non-recurring nature).								
	The Board will test the satisfaction of the Performance Hurdles by 15 September 2022 (following the Company's audited accounts being finalised for FY 2022), and Angelo will be notified as to the achievement of the Performance Hurdles by 30 September 2022.								
	The test against the Performance Hurdles will exclude the effect of AASB 16.								

- once vested those Options remain exercisable by Angelo for a period of up to two years. Any unvested or unexercised Options will then automatically lapse;
- in the event that Angelo ceases employment, then the treatment of his Options will depend on whether he is considered to be a "good leaver" or a "bad leaver" under the LTI Plan rules; and
- if a change of control event occurs, the Options may be subject to accelerated vesting in accordance with the LTI Plan rules and subject to the discretion of the Board.

## Listing Rules

Under Listing Rule 10.11, the acquisition of securities by a related party (such as under the LTI Plan) requires Shareholder approval. Angelo is not a Director of the Company, however as Angelo is a Director of SHJA Management Pty Ltd (which controls the Company), he is a related party of the Company by virtue of sections 228(2) of the Corporations Act.

Accordingly, the Company is seeking approval for the issue of the 50,000 zero-priced Options to Angelo for the purposes of Listing Rule 10.11.

In accordance with the Listing Rule 10.11, Shareholders are being asked under Resolution 5 to approve the grant of the Options to Angelo and, to the extent those Options are exercised, the issue underlying Shares.

Exception 14 in Listing Rule 7.2 provides that Listing Rule 7.1 does not apply where Shareholder approval for an issue of securities is obtained under Listing Rule 10.11. This means that, if Shareholder approval is obtained for Resolution 5, the issue of the Options and the issue of underlying Shares will not deplete the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 10.13 requires a notice of meeting to approve a resolution under Listing Rule 10.11 to include certain information. For the purposes of the specific disclosures required under Listing Rule 10.13, the Company notes as follows:

<b>The name of the person</b>	Angelo Konstantinou (or his nominee) will be the recipient of the relevant securities.
<b>Maximum number of securities</b>	The maximum number of securities to be issued is 50,000 Options. One Share will be issued upon the exercise of each Option, meaning up to 50,000 Shares may be issued upon exercise of all the Options.
<b>The price for each security and the terms of issue</b>	<p>The Options will be granted for nil consideration. Further, the Options have a zero-exercise price, the exercise of which is subject to vesting conditions and performance hurdles.</p> <p>A summary of the key terms of the Options proposed to be issued to Angelo under the LTI Plan are provided above in the Explanatory Statement to Resolution 5.</p> <p>The Company will not apply for quotation of the Options on the ASX. Further details on the terms and conditions of the Options are set out below</p>

<b>Statement of relationship</b>	Angelo is not a Director of the Company, however as Angelo is a Director of SHJA Management Pty Ltd (which controls the Company), he is a related party of the Company by virtue of sections 228(2) of the Corporations Act.
<b>Use of any funds raised</b>	The Options will be granted for nil consideration and there will be no funds raised from the issue of the Options. Further, as the Options have a zero-exercise price, the Company will not raise funds from the exercise of the Options.
<b>The date for issue of the securities</b>	Subject to all necessary Shareholder approval being obtained in accordance with this Notice, the zero-priced Options will be issued no later than 1 month after the date of the Meeting.
<b>Voting exclusion statement</b>	A voting exclusion statement has been provided in the Notice of Meeting

### **Corporations Act**

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties of a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions applies or shareholder approval is obtained. For the purposes of Chapter 2E, Angelo as Director of SHJA Management Pty Ltd (which controls the Company) is a related party of the Company, by virtue of sections 228(2) of the Corporations Act.

The Board is satisfied that the “reasonable remuneration” exception in relation to Chapter 2E of the Corporations Act applies to the proposed issue of Options to Angelo under the LTI Plan.

### **Directors’ recommendation**

The Board unanimously recommend that shareholders vote in favour of Resolution 5.

## Glossary

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Capitalised terms used in this Notice and the Explanatory statement have the following meanings:

**10% Placement Facility** has the meaning given Resolution 3;

**10% Placement Period** has the meaning given in Resolution 3;

**AGM** means Annual General Meeting;

**Annexure** means an Annexure to this Notice;

**ASIC** means the Australian Securities and Investments Commission;

**Associate** has the meaning in the Listing Rules;

**ASX** means the Australian Securities Exchange or ASX Limited as the context requires;

**Board** means the board of Directors;

**Closely Related Party** (of a member of KMP of an entity) has the definition given to it by section 9 of the Corporations Act, and 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 entity;
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).

**Company** means Viva Leisure Limited;

**Constitution** means the constitution of the Company;

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

**Director(s)** means the directors of the Company from time to time;

**Equity Securities** has the same meaning as in the Listing Rules;

**Explanatory Statement** means the explanatory statement that accompanies this Notice;

**FY** means financial year;

**Key Management Personnel** or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly, including any director (whether executive or otherwise) of that entity;

**Listing Rules** means the Listing Rules of the ASX;

**LTI Plan** means the Long Term Incentive Plan adopted by the Company. A copy of the LTI Plan is available upon request from the Company;

**Meeting** means the meeting of the Company to be held at Unit 7, 141 Flemington Road, Mitchell ACT 2911 on 30 October 2019 at 9:00am (AEDT);

**Notice** means the notice convening the Meeting;

**Options** means an option in the capital of the Company;

**Proxy Form** means the proxy form accompanying this Notice;

**Resolution** means a resolution to be voted on at the Meeting, the details of which are set out in the Notice;

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

**Shareholder** means a holder of a Share; and

**VWAP** means volume weighted average price.

## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Viva Leisure Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138



### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of Viva Leisure Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **9:00am on Wednesday, 30 October 2019 at Unit 7, 141 Flemington Road, Mitchell, Australian Capital Territory (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 4 and 5:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

#### Resolutions

For Against Abstain\*

For Against Abstain\*

1 Adoption of Remuneration Report

☐ ☐ ☐

5 Approval of Issue of Options to Angelo Konstantinou

☐ ☐ ☐

2 Re-Election of Bruce Glanville as Non-Executive Director

☐ ☐ ☐

3 Approval of 10% Placement Facility

☐ ☐ ☐

4 Approval of Issue of Options to Harry Konstantinou

☐ ☐ ☐


\* 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 votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am on Monday, 28 October 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Viva Leisure Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**