



**SPIRIT TELECOM LIMITED**  
**ACN 089 224 402**

# **Notice of General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Thursday, 28 May 2020**

Time of Meeting:  
**2:00PM (AEST)**

Place of Meeting:  
**Spirit Telecom Limited**  
**Level 2, 19-25 Raglan Street**  
**South Melbourne, Victoria, 3205**

*This Notice of General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay*

# SPIRIT TELECOM LIMITED

ACN 089 224 402

Registered office: Level 4, 100 Albert Road, South Melbourne Victoria 3205

## NOTICE OF GENERAL MEETING

Notice is given that the General Meeting (**GM**) of shareholders of Spirit Telecom Limited (**Spirit** or the **Company**) will be held from:

**Venue:** Level 2, 19-25 Raglan Street, South Melbourne, Victoria, 3205

**Date:** Thursday, 28 May 2020

**Time:** 2:00pm (AEST)

As a result of the uncertainty and potential health risks created by the rapidly evolving Corona virus (COVID-19) pandemic, and due to Victorian Government restrictions, Shareholders are encouraged to appoint the Chairman as their proxy with a voting instruction prior to the cut-off time for submission of proxy forms to minimise the need for individuals to attend the General Meeting in person.

The Company takes seriously its responsibility to the wider community to slow the spread of the virus by not creating environments of heightened risk.

Shareholders who choose to physically attend the General Meeting must review and follow government warnings and recommendations, including by maintaining a distance of at least 1.5 metres from other attendees. Shareholders should also arrive early as access to the venue will be delayed due to screening, distancing requirements on entry and a requirement that attendees provide a confirmation in the form of the Schedule to this announcement. If the capacity limits in accordance with Government recommendations are or are expected to be exceeded, the Chairman may adjourn the meeting.

Shareholders may still participate in the meeting via a live webcast.

Shareholders attending the General Meeting through the live webcast will be able to ask questions and the Company has now made provision for Shareholders who register their attendance with the Share Registrar before the start of the meeting to also cast their votes on the proposed resolutions. Shareholders who intend to join the Webcast (particularly those who are intending to vote) are asked to dial-in 30 minutes prior to the start of the General Meeting to allow the Company's Share Registrar to take your details.

The live webcast can be attended using the following details:

When: Thursday, 28 May 2020 at 2.00pm (AEST)

Topic: STI General Meeting

Register in advance for this webinar:

[https://zoom.us/webinar/register/WN\\_L3JHAXQKSC22Ny9ylgdDPA](https://zoom.us/webinar/register/WN_L3JHAXQKSC22Ny9ylgdDPA)

After registering, you will receive a confirmation email containing information about joining the webinar.

Spirit strongly recommend the shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

Any shareholders who wish to attend online the GM should be mindful of new laws, government warnings and recommendations in relation to COVID-19 and monitor Spirit's website and ASX announcements for any updates about the GM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at [asx.com.au](http://asx.com.au) (stock code: STI) and on its website at <https://spirit.com.au/investor-center/>.

# SPIRIT TELECOM LIMITED

ACN 089 224 402

Registered office: Level 4, 100 Albert Road, South Melbourne Victoria 3205

## NOTICE OF GENERAL MEETING

**Notice is given that the General Meeting of Members of Spirit Telecom Limited (the "Company") will be held at the offices of Spirit Telecom Limited, Level 2, 19-25 Raglan Street, South Melbourne, Victoria, 3205 at 2:00PM (AEST) on Thursday, 28 May 2020.**

## AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

### ORDINARY BUSINESS

#### **Resolution 1: Ratification of Prior Issue of Shares**

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

*"That for the purposes of ASX Listing Rule 7.4, and for all other purposes, shareholders approve, ratify and confirm the issue and allotment of 700,000 fully paid ordinary shares in the Company at a deemed issue price of \$0.20 (20 cents) per share to the Vendor of the Cloud Business Technology (Cloud BT) acquisition as part consideration on the basis set out in the Explanatory Statement."*

#### **Resolution 2: Ratification of Prior Issue of Shares**

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

*"That for the purposes of ASX Listing Rule 7.4, and for all other purposes, shareholders approve, ratify and confirm the issue and allotment of 5,818,750 fully paid ordinary shares in the Company at a deemed issue price of \$0.20 (20 cents) per share to the Vendor of the Trident & Neptune Group (TBG) acquisition as part consideration on the basis set out in the Explanatory Statement."*

#### **Resolution 3: Ratification of Prior Issue of Shares**

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

*"That for the purposes of ASX Listing Rule 7.4, and for all other purposes, shareholders approve, ratify and confirm the issue and allotment of up to 78,754,022 fully paid ordinary shares in the Company at an issue price of \$0.11 (11 cents) per share to professional and sophisticated investors on the basis set out in the Explanatory Statement."*

#### **Resolution 4: Approval for participation in placement by a Director – Mr James Joughin (or his nominee)**

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

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve and authorise the Company to issue 545,455 fully paid ordinary shares in the Company at an issue price*

of \$0.11 (11 cents) per share to Mr James Joughin (or his nominee), the Chairman of the Company, on the terms and conditions described in the Explanatory Statement.”

**Resolution 5: Approval for participation in placement by a Director – Mr Solomon Lukatsky (or his nominee)**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve and authorise the Company to issue 545,455 fully paid ordinary shares in the Company at an issue price of \$0.11 (11 cents) per share to Mr Solomon Lukatsky (or his nominee), the Managing Director of the Company, on the terms and conditions described in the Explanatory Statement.”*

**Resolution 6: Approval for participation in placement by a Director – Mr Gregory Ridder (or his nominee)**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve and authorise the Company to issue 545,454 fully paid ordinary shares in the Company at an issue price of \$0.11 (11 cents) per share to Mr Gregory Ridder (or his nominee), a Non-Executive Director of the Company, on the terms and conditions described in the Explanatory Statement.”*

**Resolution 7: Approval for participation in placement by a Director – Mr Mark Dioguardi (or his nominee)**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve and authorise the Company to issue 454,545 fully paid ordinary shares in the Company at an issue price of \$0.11 (11 cents) per share to Mr Mark Dioguardi (or his nominee), an Executive Director of the Company, on the terms and conditions described in the Explanatory Statement.”*

**Resolution 8: Approval of proposed issue of Shares**

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

*“That for the purpose of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the proposed issue of up to 2,454,546 fully paid ordinary shares in the Company on the basis set out in the Explanatory Statement.”*

By order of the Board



**Melanie Leydin**  
**Company Secretary**

**23 April 2020**

## Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the General Meeting. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

### 3. Proxies

- a. Votes at the General Meeting may be given personally or by proxy, attorney or representative.
- b. Each shareholder has a right to appoint one or two proxies.
- c. A proxy need not be a shareholder of the Company.
- d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
- e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
- f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
- g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
- h. To be effective, proxy forms must be received by the Company's share registry (Security Transfer Australia) no later than 48 hours before the commencement of the General Meeting, this is no later than 2:00pm (AEST) on Tuesday, 26 May 2020. Any proxy received after that time will not be valid for the scheduled meeting.

### 4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

### 5. Voting Exclusion Statement:

#### Resolution 1, 2 and 3

The Company will disregard any votes cast in favour on the Resolution by any person who participated in the issue of shares and any associates of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### Resolution 4

The Company will disregard any votes cast in favour on the Resolution by Mr Joughin or an associate of Mr Joughin and any other person who will obtain a material benefit as a result of the issue of shares (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the \*chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 5**

The Company will disregard any votes cast in favour on the Resolution by Mr Lukatsky or an associate of Mr Lukatsky and any other person who will obtain a material benefit as a result of the issue of shares (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the \*chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 6**

The Company will disregard any votes cast in favour on the Resolution by Mr Ridder or an associate of Mr Ridder and any other person who will obtain a material benefit as a result of the issue of shares (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the \*chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 7**

The Company will disregard any votes cast in favour on the Resolution by Mr Dioguardi or an associate of Mr Dioguardi and any other person who will obtain a material benefit as a result of the issue of shares (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the \*chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Resolution 8**

The Company will disregard any votes cast in favour on the Resolution by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the \*chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **6. Enquiries**

Shareholders are invited to contact the Company Secretary, Melanie Leydin on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

## **EXPLANATORY STATEMENT**

### **Resolution 1: Ratification of Prior Issue of Shares**

#### ***Background***

The Company is seeking shareholder approval to ratify the issue on or about 3 February 2020 of 700,000 fully paid ordinary shares, subject to voluntary escrow until 3 February 2021 to the Vendor of the Cloud Business Technology (Cloud BT) acquisition as part consideration, in accordance with the ASX announcements dated 28 January 2020 and 3 February 2020.

#### ***ASX Listing Rules***

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. As the issue of Shares was within the Company's ASX Listing Rule 7.1 placement capacity and was not previously approved by Shareholders, the Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued is 700,000;
- (b) the Shares were issued at a deemed issue price of \$0.20 (20 cents) per share;
- (c) the Shares allotted and issued rank pari passu with all existing securities of their class, and are subject to voluntary escrow until 3 February 2021;
- (d) the Shares were allotted and issued to the Vendor of the Cloud BT acquisition, being Mon Affaire Pty Ltd; and
- (e) There were no funds raised from the issue of shares, as the shares were issued as part consideration for the Cloud BT acquisition.

#### ***Board Recommendation***

The Board recommends that shareholders vote in favour of the ratification of the prior issue of 700,000 Shares as described above. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

#### ***Voting Exclusions***

The Company will disregard any votes cast in favour on the Resolution by any person who participated in the issue of shares and any associates of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or



- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the \*chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Resolution 2: Ratification of Prior Issue of Shares**

The Company is seeking shareholder approval to ratify the issue on or about 18 February 2020 of 5,818,750 fully paid ordinary shares, subject to voluntary escrow until 18 February 2021 to the Vendor of the Trident & Neptune Group (TBG) acquisition as part consideration, in accordance with the ASX announcements dated 14 February 2020 and 18 February 2020.

### ***ASX Listing Rules***

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. As the issue of Shares was within the Company's ASX Listing Rule 7.1 placement capacity and was not previously approved by Shareholders, the Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) the total number of fully paid ordinary shares in the Company that were issued is 5,818,750;
- (b) the Shares were issued at a deemed issue price of \$0.20 (20 cents) per share;
- (c) the Shares allotted and issued rank pari pasu with all existing securities of their class, and are subject to voluntary escrow until 18 February 2021;
- (d) the Shares were allotted and issued to the Vendor of the Trident & Neptune Group acquisition, being The Bentley Group (Aust) Pty Ltd; and
- (e) There were no funds raised from the issue of shares, as the shares were issued as part consideration for the Trident & Neptune Group acquisition.

### ***Board Recommendation***

The Board recommends that shareholders vote in favour of the ratification of the prior issue of 5,818,750 Shares as described above. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

## ***Voting Exclusions***

The Company will disregard any votes cast in favour on the Resolution by any person who participated in the issue of shares and any associates of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the \*chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Resolution 3: Ratification of Prior Issue of Shares**

### ***Background***

The Company is seeking shareholder approval to ratify the issue on or about 20 April 2020 of 78,754,022 fully paid ordinary shares to professional and sophisticated investors under the Tranche 1 Placement, in accordance with the ASX announcement dated 15 April 2020.

### ***ASX Listing Rules***

ASX Listing Rules 7.1 and 7.1A allow the Company to issue new securities up to 25% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies. The issue of Shares under the Tranche 1 Placement was within the Company's available placement capacity under ASX Listing Rules 7.1 and 7.1A.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rules 7.1 and 7.1A if the issue did not breach ASX Listing Rules 7.1 and 7.1A at the time and shareholders subsequently approve it. The issue of Shares was within the Company's ASX Listing Rule 7.1 and 7.1A placement capacity and the Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4.

If Resolution 3 is approved, the prior issue of the 78,754,022 Shares under the Tranche 1 Placement may be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1 and 7.1A. The Company will therefore be able to issue additional equity securities without the Tranche 1 Placement Shares the subject of Resolution 3 counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1 or the 10% facility limit for the purposes of ASX Listing Rule 7.1A.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) The number of shares allotted and issued was 78,754,022 fully paid ordinary shares in the Company;
- (b) The shares were issued at an issue price of \$0.11 (11 cents) per Share;
- (c) The securities issued rank pari pasu with all existing securities of their class;
- (d) The shares were allotted and issued to clients of Shaw and Partners who are professional and sophisticated investors; and
- (e) Funds raised from the Tranche 1 Placement will be used to drive the accelerated acquisition strategy and growth of the Spirit X digital platform, costs of placement and general working capital.

### ***Board Recommendation***

The Board recommends that shareholders vote in favour of the ratification of the prior issue of 78,754,022 Shares as described above. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

### ***Voting Exclusions***

The Company will disregard any votes cast in favour on the Resolution by any person who participated in the issue of shares and any associates of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the \*chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Resolution 4: Approval for Participation in Placement by Director – Mr James Joughin (or his nominee)**

#### ***Background***

On 15 April 2020, the Company announced that it had completed a Capital Raising, comprising of a two Tranche Placement and that certain Directors of the Company would, subject to shareholder approval, participate in the Tranche 2 Placement as summarised below:

Director	Number of Shares	Issue price per Share	Funds raised
Mr James Joughin (or his nominee)	545,455	\$0.11 (11 cents)	\$60,000.05

Resolution 4 seeks Shareholder approval for the purposes of ASX Listing Rule 10.11 and for all other purposes, for the issue of Shares to the above-named Director of the Company.

If Resolution 4 is approved, the abovenamed Director of the Company will participate in the Placement. The willingness of this Director to subscribe for Shares under the Placement is confirmation of their faith in the Company and its business.

### **ASX Listing Rules**

ASX Listing Rule 10.11 provides that a listed company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without shareholder approval. Directors of the Company are related parties of the Company and therefore Shareholder approval for the participation of the abovenamed Director of the Company in the Placement is required under ASX Listing Rule 10.11.

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 10.11 for Resolution 4:

- (a) the Shares will be issued to Mr James Joughin (or his nominee);
- (b) approval for Mr Joughin is sought under ASX Listing Rule 10.11.1, being a Director of the Company;
- (c) the maximum number of Shares to be issued to Mr James Joughin (or his nominee) is set out in the above table;
- (d) the Shares will be issued not later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on Monday, 1 June 2020;
- (e) the Shares will be issued at an issue price (payable in cash) of \$0.11 (11 cents) per Share;
- (f) the Shares will rank equally in all respects with the existing Shares on issue in the Company; and
- (g) the funds raised will be used to drive the accelerated acquisition strategy and growth of the Spirit X digital platform, costs of placement and general working capital.

### **Board Recommendation**

The Board (with Mr Joughin abstaining) recommends that Shareholders vote in favour of Resolution 4.

### **Voting Exclusions**

The Company will disregard any votes cast in favour on the Resolution by Mr Joughin or an associate of Mr Joughin and any other person who will obtain a material benefit as a result of

the issue of shares (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the \*chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 5: Approval for Participation in Placement by Director – Mr Solomon Lukatsky (or his nominee)**

##### ***Background***

On 15 April 2020, the Company announced that it had completed a Capital Raising, comprising of a two Tranche Placement and that certain Directors of the Company would, subject to shareholder approval, participate in the Tranche 2 Placement as summarised below:

<b>Director</b>	<b>Number of Shares</b>	<b>Issue price per Share</b>	<b>Funds raised</b>
Mr Solomon Lukatsky (or his nominee)	545,455	\$0.11 (11 cents)	\$60,000.05

Resolution 5 seeks Shareholder approval for the purposes of ASX Listing Rule 10.11 and for all other purposes, for the issue of Shares to the above-named Director of the Company.

If Resolution 5 is approved, the abovenamed Director of the Company will participate in the Placement. The willingness of this Director to subscribe for Shares under the Placement is confirmation of their faith in the Company and its business.

##### **ASX Listing Rules**

ASX Listing Rule 10.11 provides that a listed company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without shareholder approval. Directors of the Company are related parties of the Company and therefore Shareholder approval for the participation of the abovenamed Director of the Company in the Placement is required under ASX Listing Rule 10.11.

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 10.11 for Resolution 5:

- (a) the Shares will be issued to Mr Solomon Lukatsky (or his nominee);
- (b) approval for Mr Lukatsky is sought under ASX Listing Rule 10.11.1, being a Director of the Company;
- (c) the maximum number of Shares to be issued to Mr Solomon Lukatsky (or his nominee) is set out in the above table;
- (d) the Shares will be issued not later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on Monday, 1 June 2020;
- (e) the Shares will be issued at an issue price (payable in cash) of \$0.11 (11 cents) per Share;
- (f) the Shares will rank equally in all respects with the existing Shares on issue in the Company; and
- (g) the funds raised will be used to drive the accelerated acquisition strategy and growth of the Spirit X digital platform, costs of placement and general working capital.

### ***Board Recommendation***

The Board (with Mr Lukatsky abstaining) recommends that Shareholders vote in favour of Resolution 5.

### ***Voting Exclusions***

The Company will disregard any votes cast in favour on the Resolution by Mr Lukatsky or an associate of Mr Lukatsky and any other person who will obtain a material benefit as a result of the issue of shares (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the \*chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Resolution 6: Approval for Participation in Placement by Director – Mr Gregory Ridder (or his nominee)**

### ***Background***

On 15 April 2020, the Company announced that it had completed a Capital Raising, comprising of a two Tranche Placement and that certain Directors of the Company would, subject to shareholder approval, participate in the Tranche 2 Placement as summarised below:

<b>Director</b>	<b>Number of Shares</b>	<b>Issue price per Share</b>	<b>Funds raised</b>
Mr Gregory Ridder (or his nominee)	545,454	\$0.11 (11 cents)	\$59,999.94

Resolution 6 seeks Shareholder approval for the purposes of ASX Listing Rule 10.11 and for all other purposes, for the issue of Shares to the above-named Director of the Company.

If Resolution 6 is approved, the abovenamed Director of the Company will participate in the Placement. The willingness of this Director to subscribe for Shares under the Placement is confirmation of their faith in the Company and its business.

### **ASX Listing Rules**

ASX Listing Rule 10.11 provides that a listed company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without shareholder approval. Directors of the Company are related parties of the Company and therefore Shareholder approval for the participation of the abovenamed Director of the Company in the Placement is required under ASX Listing Rule 10.11.

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 10.11 for Resolution 6:

- (a) the Shares will be issued to Mr Gregory Ridder (or his nominee);
- (b) approval for Mr Ridder is sought under ASX Listing Rule 10.11.1, being a Director of the Company;
- (c) the maximum number of Shares to be issued to Mr Gregory Ridder (or his nominee) is set out in the above table;
- (d) the Shares will be issued not later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on Monday, 1 June 2020;
- (e) the Shares will be issued at an issue price (payable in cash) of \$0.11 (11 cents) per Share;
- (f) the Shares will rank equally in all respects with the existing Shares on issue in the Company; and
- (g) the funds raised will be used to drive the accelerated acquisition strategy and growth of the Spirit X digital platform, costs of placement and general working capital.

## **Board Recommendation**

The Board (with Mr Ridder abstaining) recommends that Shareholders vote in favour of Resolution 6.

## **Voting Exclusions**

The Company will disregard any votes cast in favour on the Resolution by Mr Ridder or an associate of Mr Ridder and any other person who will obtain a material benefit as a result of the issue of shares (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the \*chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Resolution 7: Approval for Participation in Placement by Director – Mr Mark Dioguardi (or his nominee)**

### **Background**

On 15 April 2020, the Company announced that it had completed a Capital Raising, comprising of a two Tranche Placement and that certain Directors of the Company would, subject to shareholder approval, participate in the Tranche 2 Placement as summarised below:

<b>Director</b>	<b>Number of Shares</b>	<b>Issue price per Share</b>	<b>Funds raised</b>
Mr Mark Dioguardi (or his nominee)	454,545	\$0.11 (11 cents)	\$49,999.95

Resolution 7 seeks Shareholder approval for the purposes of ASX Listing Rule 10.11 and for all other purposes, for the issue of Shares to the above-named Director of the Company.

If Resolution 7 is approved, the abovenamed Director of the Company will participate in the Placement. The willingness of this Director to subscribe for Shares under the Placement is confirmation of their faith in the Company and its business.



## **ASX Listing Rules**

ASX Listing Rule 10.11 provides that a listed company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without shareholder approval. Directors of the Company are related parties of the Company and therefore Shareholder approval for the participation of the abovenamed Director of the Company in the Placement is required under ASX Listing Rule 10.11.

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 10.11 for Resolution 7:

- (a) the Shares will be issued to Mr Mark Dioguardi (or his nominee);
- (b) approval for Mr Dioguardi is sought under ASX Listing Rule 10.11.1, being a Director of the Company;
- (c) the maximum number of Shares to be issued to Mr Mark Dioguardi (or his nominee) is set out in the above table;
- (d) the Shares will be issued not later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on Monday, 1 June 2020;
- (e) the Shares will be issued at an issue price (payable in cash) of \$0.11 (11 cents) per Share;
- (f) the Shares will rank equally in all respects with the existing Shares on issue in the Company; and
- (g) the funds raised will be used to drive the accelerated acquisition strategy and growth of the Spirit X digital platform, costs of placement and general working capital.

## ***Board Recommendation***

The Board (with Mr Dioguardi abstaining) recommends that Shareholders vote in favour of Resolution 7.

## ***Voting Exclusions***

The Company will disregard any votes cast in favour on the Resolution by Mr Dioguardi or an associate of Mr Dioguardi and any other person who will obtain a material benefit as a result of the issue of shares (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the \*chair to vote on the resolution as the chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Resolution 8: Approval of proposed issue of Shares**

### ***Background***

On 15 April 2020, the Company announced that it had completed a Capital Raising, comprising of a two Tranche Placement and that certain founders, management and employees are expected to participate in Tranche 2 of the Placement, subject to shareholder approval.

- (a) the first tranche which raised approximately \$8.662M is the subject of Resolution 3 above; and
- (b) the second tranche for the balance of approximately \$0.5M is subject to ASX Listing Rule 7.1 shareholder approval.

The following information is provided in relation to the second tranche placement and Resolution 8:

- (a) the total number of fully paid ordinary Shares in the Company to be issued is 2,454,546;
- (b) the Shares will be issued not later than three months after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on Monday, 1 June 2020;
- (c) the Shares are to be issued at a price of \$0.11 (11 cents) per Share;
- (d) the Shares will rank equally with the existing Shares on issue;
- (e) the Shares are proposed to be allotted and issued to certain Founders, Management and Employees; and
- (f) the funds raised will be used to drive the accelerated acquisition strategy and growth of the Spirit X digital platform, costs of placement and general working capital.

The Company is seeking shareholder approval to approve the proposed issue of a second tranche of 2,454,546 Shares on the terms as those referred to above. The allotment of shares is proposed to take place on Monday 1 June 2020, subject to shareholder approval.

The purpose of seeking shareholder approval is that at the time the Company agreed to issue the second tranche of shares, it did not have sufficient placement capacity to do so. Accordingly, the second tranche is conditional on shareholder approval which is needed to complete the share issue.

### ***Board Recommendation***

The Board recommends that Shareholders vote in favour of Resolution 8.

### ***Voting Exclusions***

The Company will disregard any votes cast in favour on the Resolution by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of a resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the \*chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**\$**” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**AEST**” means Australian Eastern Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Spirit Telecom Limited ACN 089 224 402;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

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

“**Director**” means a Director of the Company;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the Explanatory Statement which forms part of the Notice;

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

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Schedule**” means schedule to the Notice;

“**Section**” means a section of the Explanatory Statement;

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

“**Shareholder**” means shareholder of the Company;

## **Schedule**

I, \_\_\_\_\_, provide the following confirmation:

I have not returned from overseas within at least the last 14 days.

I have not had any of the symptoms associated with novel coronavirus (COVID-19) for at least the last 14 days e.g. fever, cough, shortness of breath, chills, body aches, sore throat, headache and runny nose.

As far as I am aware, I have not come into contact with a person who has returned from overseas travel within at least the last 14 days.

As far as I am aware, I have not come into contact with someone who has tested positive for COVID-19 within at least the last 14 days.

\_\_\_\_\_  
Signature

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

## Vote by Proxy: ST1

Your proxy voting instruction must be received by **2.00pm (AEST) on Tuesday, 26 May 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE 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 these 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 Voting 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 marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.





#### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



<b>Contact</b>	<b>Return your completed form</b>		<b>All enquiries to Automic</b>	
	 <b>BY MAIL</b> Automic GPO Box 5193 Sydney NSW 2001	 <b>IN PERSON</b> Automic Level 5, 126 Phillip Street Sydney NSW 2000	 <b>BY EMAIL</b> meetings@automicgroup.com.au	 <b>WEBCHAT</b> <a href="https://automic.com.au/">https://automic.com.au/</a>

<b>STEP 1: Appoint Your Proxy</b>	<b>Complete and return this form as instructed only if you do not vote online</b> I/We being a Shareholder entitled to attend and vote at the General Meeting of Spirit Telecom Limited, to be held at <b>2.00pm (AEST) on Thursday, 28 May 2020 at Spirit Telecom Limited, Level 2, 19-25 Raglan Street, South Melbourne, Victoria 3205</b> hereby:
	<b>Appoint the Chairman of the Meeting (Chair)</b> OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

<b>STEP 2: Your Voting Direction</b>	Resolutions	For	Against	Abstain
	1. Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	2. Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3. Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	4. Approval for participation in placement by a Director – Mr James Joughin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5. Approval for participation in placement by a Director – Mr Solomon Lukatsky	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	6. Approval for participation in placement by a Director – Mr Gregory Ridder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	7. Approval for participation in placement by a Director – Mr Mark Dioguardi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	8. Approval of proposed issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i>			

<b>STEP 3: Sign Here + Contact Details</b>	<b>SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED</b>		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3
	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
	Contact Name:		
	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		
Email Address:			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
Contact Daytime Telephone			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
Date (DD/MM/YY)			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).			