



All Registry Communications to:
Computershare Investor Services Pty Limited
452 Johnston Street, Abbotsford VIC 3067
1300 850 505 | www.computershare.com

Wellness and Beauty Solutions Limited
ACN 169 177 833

Dear Shareholder

Wellness and Beauty Solutions Limited: 2021 Annual General Meeting

We are pleased to inform you that the 2021 Annual General Meeting (AGM) of Wellness and Beauty Solutions Limited ('WNB' or 'the Company') is to be held on Friday, 29 April 2022 at 10:00am (AEST), as a virtual meeting.

How to access the Notice of Meeting?

In reliance on the modifications to the *Corporations Act 2001* (Cth) introduced in response to the COVID-19 pandemic, the Company will not be dispatching physical copies of the Notice of Meeting (NOM). Instead, the NOM may be downloaded from <https://www.wnbgroup.com.au/announcements> or the ASX market announcement platform.

How to participate in the Annual General Meeting?

Your participation in the AGM is important to us and we invite all shareholders and proxy holders to participate in the AGM virtually, via the Zoom platform at <https://bit.ly/WNB-view-AGM>. To vote online during the meeting you will need to visit <https://bit.ly/WNB-vote-AGM>. You will need to provide your details (including Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) to be verified as a security holder or proxy holder. Guidance on the use of the online platform is provided in the user guide, accompanying the Notice of Meeting. We recommend you logging in to the online platform at least 30 minutes prior to the scheduled start time of the AGM.

How to appoint a proxy?

If you're unable to attend the AGM, you are encouraged to appoint a proxy in advance of the meeting to vote on your behalf.

You may appoint a proxy:

| | |
|-------------------------|---|
| Online | https://www.investorvote.com.au using Control Number 136639 |
| By hand delivery | Computershare Investor Services Pty Limited 452 Johnston Street, Abbotsford VIC 3067 |
| By post | GPO Box 242 Melbourne VIC 3001 |
| By facsimile | 1800 783 447 |

In either case, the instruction to appoint a proxy must be received **by 10:00am (AEST) on Wednesday, 27 April 2022**, in order to be valid.

If you are unable to access the Notice of Meeting, unable to lodge a proxy online or have any queries regarding your holding, please contact our share registry Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8:00am and 7:00pm (AEST) Monday to Friday.

Yours faithfully,

Garry Hounsell
Chairman



WELLNESS AND BEAUTY SOLUTIONS LIMITED
ABN 43 169 177 833
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Wellness and Beauty Solutions Limited (**Company**) will be held online as a virtual meeting on Friday 29 April 2022 at 10.00am (AEST) (**Meeting** or **Annual General Meeting**).

The Company is pleased to provide Shareholders with the opportunity to participate in the Meeting electronically through an online platform. Further information on how to participate in the Meeting electronically is set out in the Explanatory Notes section of this notice of Annual General Meeting (**Notice**) and the User Guide which accompanies this Notice and will also be available on the Company's website.

Due to current circumstances relating to COVID-19, there will be no physical meeting where shareholders and proxyholders can attend in person.

This Notice is an important document and should be read in its entirety. The Explanatory Notes to this Notice provide additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Notes form part of this Notice.

BUSINESS OF THE MEETING

Item 1 - Financial Statements and Reports

To receive and consider the Financial Report of the Company and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2021.

Note:

- i. Shareholders are not required to approve these reports.

Item 2 - Remuneration Report (Resolution 1)

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

"THAT the Remuneration Report for the financial year ended 30 June 2021 be adopted by the Company."

Notes:

- i. in accordance with section 250R of the Corporations Act, the vote on this Resolution will be advisory only and will not bind the directors or the Company;
- ii. a voting prohibition applies to this Resolution (see **Explanatory Notes** for details).

Item 3 - Election of Mr Paul Docherty (Resolution 2)

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

***“THAT** Mr Paul Docherty, a director appointed pursuant to a causal vacancy by the Board in accordance with the clause 12.16 of the Company’s Constitution, who retires upon the conclusion of the Annual General Meeting and offers himself for election, be re-elected as a director of the Company.”*

Item 4 - Election of Ms Margaret Lyndsey Cattermole (Resolution 3)

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

***“THAT** Ms Margaret Lyndsey Cattermole, a director appointed pursuant to a causal vacancy by the Board in accordance with the clause 12.16 of the Company’s Constitution, who retires upon the conclusion of the Annual General Meeting and offers herself for election, be re-elected as a director of the Company.”*

Item 5 - Election of Mr David Botta (Resolution 4)

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

***“THAT** Mr David Botta, a director appointed pursuant to a causal vacancy by the Board in accordance with the clause 12.16 of the Company’s Constitution, who retires upon the conclusion of the Annual General Meeting and offers himself for election, be re-elected as a director of the Company.”*

Item 6 - Election of Mr Garry Hounsell (Resolution 5)

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

***“THAT** Mr Garry Hounsell, a director appointed pursuant to a causal vacancy by the Board in accordance with the clause 12.16 of the Company’s Constitution, who retires upon the conclusion of the Annual General Meeting and offers himself for election, be re-elected as a director of the Company.”*

Item 7 - Election of Ms Amber Collins (Resolution 6)

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

***“THAT** Ms Amber Collins, a director appointed pursuant to a causal vacancy by the Board in accordance with the clause 12.16 of the Company’s Constitution, who retires upon the conclusion of the Annual General Meeting and offers herself for election, be re-elected as a director of the Company.”*

Item 8 - Non-Executive Director Fee Pool (Resolution 7)

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

***“THAT**, for the purposes of ASX Listing Rule 10.17 and Clause 14.4 of the Company’s Constitution and for all other purposes, the aggregate total amount of fees payable to all non-executive directors of the Company be increased by \$100,000 up to a maximum of \$500,000 effective from close of 2021 Annual General Meeting.”*

Notes:

- i. a voting exclusion applies to this resolution (see **Explanatory Notes** for details).

Item 9 - Amendments to the Constitution (Resolution 8)

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

“THAT, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company be amended in the manner set out in the accompanying Explanatory Memorandum, with effect the close of the Annual General Meeting.”

ENTITLEMENT TO VOTE

The Directors have determined pursuant to section 1074E(2)(g) of the *Corporations Act*, regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) and *ASX Settlement Operating Rule 5.6.1* that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (AEST) on Wednesday 27 April 2022 (**Entitlement Time**).

This means that if you are not the registered holder of a Share at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

VIRTUAL PARTICIPATION

Consistent with the temporary modifications to the Corporations Act introduced by the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth), the Board has determined to conduct the Meeting as a virtual meeting and that Shareholders will have the opportunity to participate in the Meeting by electronic means through an online platform.

There will be no physical meeting where shareholders or proxies can attend in person. Shareholders who wish to view the Meeting may do so from their computer by logging into the Zoom platform at <https://bit.ly/WNB-view-AGM>. To vote online during the meeting, Shareholders will need to also visit the online platform at <https://bit.ly/WNB-vote-AGM>.

If you choose to participate in the Meeting, you will be able to view the Meeting live, lodge a direct vote in real time and ask questions online. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company Secretary at cosec@emersonoperations.com.au at least 5 business days before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Instructions on how to participate in the Meeting (including how to vote and ask questions online during the Meeting) are available in the User Guide. The User Guide accompanies this Notice and will also be available at www.computershare.com.au/onlinemeetingguide.

VOTING OPTIONS AND PROXIES

Voting on all Items of business will be decided by way of a poll. The Chairman of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the close of the Meeting. Shareholders are encouraged to lodge a directed proxy before the proxy deadline even if they plan to attend the meeting online.

Shareholders may vote at the Meeting in either of two ways:

- during the Meeting, while participating in the Meeting through the online platform; or
- by appointing a proxy prior to the deadline of 10.00am (AEST) on Wednesday 27 April 2022 (**Proxy Deadline**).

Proxies

A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote in their stead. A proxy need not be a Shareholder of the Company and can be a natural person over the age of 18 years or a body corporate. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting.

The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of a Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Subject to the specific proxy provisions applying to **Item 2 (Remuneration Report)** (see the Explanatory Notes below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines; and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed Resolutions set out in this Notice of Meeting.

Proxy Voting by the Chair

For Item 2 (Remuneration Report), where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Item 2, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for this item of business, even though Item 2 is connected to the remuneration of Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of the Resolutions in the Notice of Meeting, including Item 2.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile by the Proxy Deadline.

Proxy forms may be submitted in one of the following ways:

By hand delivery to Computershare Investor Services Pty Limited (**Computershare**) at 452 Johnston Street, Abbotsford VIC 3067
By post to GPO Box 242 Melbourne VIC 3001.
By facsimile to 1800 783 447; or
Online at www.investorvote.com.au, instructions as follows:

To participate, Shareholders will need to enter:

- their Securityholder Reference Number (SRN) or Holder Identification Number (HIN); and
- a password, which:
 - for Australian resident Shareholders, is the postcode for the registered address for their shareholding; or
 - for Shareholders whose shareholding is registered at an address outside Australia, is a 3-character country code (eg for New Zealand – NZL; for the United Kingdom – GBR; for the United States – USA; for Canada – CAN). If you have any queries on how to cast your votes, please call the Company's share registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between the hours of 8.00am and 7.00pm (AEST).

Registration for the Meeting will open at 9.00am (AEST) on Friday 29 April 2022, one hour before the Meeting commences.

JOINT HOLDERS

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or corporate representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

PROXY HOLDERS AND CORPORATE REPRESENTATIVES

Proxyholders, and individuals appointed as corporate representatives on behalf of corporate Shareholders or corporate proxyholders, will need to contact Computershare, as early as possible in advance of the Meeting, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) to obtain login details to participate online during the AGM.

BY ORDER OF THE BOARD



Hasaka Martin
Company Secretary
28 March 2022

EXPLANATORY NOTES

These Explanatory Notes to this Notice provide additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Notes form part of this Notice. Terms defined in the Explanatory Notes have the same meaning where used in this Notice or as otherwise defined in the Glossary.

Item 1 - Financial Statements

Section 317 of the Corporations Act requires the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2021 to be laid before the Company's Annual General Meeting. There is no requirement for a formal Resolution on this item.

The Financial Report contains the financial statements of the consolidated entity consisting of Wellness and Beauty Solutions and its controlled entities.

The Chairman of the Meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, RSM Australia Partners (**the Auditor**) questions about the conduct of its audit of the Company's financial report for the year ended 30 June 2021, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

Item 2 - Adoption of Remuneration Report (Resolution 1)

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in Company's Annual Financial Report.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and
- explains the basis for remunerating Non-executive Directors and senior executives, including the Chief Executive Officer and Managing Director.

The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Board will consider any discussion on this Resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.

Voting Prohibition

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 by any member of the Company's Key Management Personnel or a Closely Related Party of any such member unless the person:

- i. votes as a proxy appointed by writing that specifies how the person is to vote on the Resolution;
- or

- ii. is the Chair of the Meeting and votes as a proxy appointed by writing that expressly authorises the Chair to vote on the Resolution even though that Resolution is connected with the remuneration of a member of the Company's Key Management Personnel.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed Resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him or her how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2, in which case, as stated on the Proxy Form, you will be taken to be expressly authorising the Chair to vote your undirected proxy as the Chair determines (in which case the Chair will vote in favour of this Item 2).

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this non-binding Resolution.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

Item 3 - Election of Mr Paul Docherty (Resolution 2)

Clause 12.16 of the Company's Constitution states that the Board may at any time appoint a person to be a Director either to fill a casual vacancy or as an addition to the existing number of Directors. Under clause 12.17 of the Company's Constitution, a Director so appointed holds office until the next AGM at which they are eligible for re-election.

As Mr Paul Docherty, a Non-Executive Director of the Company, was appointed to fill a casual vacancy on 12 August 2021, he will retire at the 2021 Annual General Meeting and, being eligible under Clause 12 of the Constitution, offer himself for re-election as Director.

About Mr Paul Docherty

Paul is Founder and Executive Chair of the BRC Group, one of Australia's leading Incubator and Accelerator's. Prior to Founding the BRC Group, Paul was the Founder and CEO of Direct Connect, a business that was sold with Lumo Energy for \$600m to Snowy Hydro in 2014. Paul holds Chairmanships across MedTech, Health, Technology and BRC's Food businesses, and is both the Regional Chair of YPO in Australia and New Zealand, and the Chairman of the Melbourne Rebels.

Directors' Recommendation

The Directors (excluding Mr Paul Docherty) recommend that Shareholders vote in favour of this Resolution.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

Item 4 - Election of Ms Margaret Lyndsey Cattermole (Resolution 3)

Clause 12.16 of the Company's Constitution states that the Board may at any time appoint a person to be a Director either to fill a casual vacancy or as an addition to the existing number of Directors.

Under clause 12.17 of the Company's Constitution, a director so appointed holds office until the next AGM at which they are eligible for re-election.

As Ms Margaret Lyndsey Cattermole, a Non-Executive Director of the Company, was appointed to fill a casual vacancy on 12 August 2021, she will retire at the 2021 Annual General Meeting and, being eligible under Clause 12 of the Constitution, offer herself for re-election as Director.

About Ms Margaret Lyndsey Cattermole

Lyndsey Cattermole founded Aspect Computing, the largest Australian Software and Services Company, going on to be a major force in Australian ICT with 1300 employees. She remained as joint Managing Director from 1974 to 2003, before the business was sold. Lyndsey has held a number of board and membership positions on a range of government, advisory, association and not for profit committees. In particular, Lyndsey helped form the Murdoch Children's Research Institute from the Murdoch and Royal Children's, one of Australia's largest biomedical research institutes. Lyndsey's current appointments include non-executive Director of Pact Group Holdings Limited (ASX:PHG) and she also holds directorships with MPH Agriculture and Melbourne Rebels Rugby Union. Lyndsey is formerly a director of Treasury Wine Estates, Tatts Group and PaperlinX Limited.

Directors' Recommendation

The Directors (excluding Ms Margaret Lyndsey Cattermole) recommend that Shareholders vote in favour of this Resolution.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

Item 5 - Election of Mr David Botta (Resolution 4)

Clause 12.16 of the Company's Constitution states that the Board may at any time appoint a person to be a Director either to fill a casual vacancy or as an addition to the existing number of Directors. Under clause 12.17 of the Company's Constitution, a Director so appointed holds office until the next AGM at which they are eligible for re-election.

As Mr David Botta, a Non-Executive Director of the Company, was appointed to fill a casual vacancy on 12 August 2021, he will retire at the Annual General Meeting and, being eligible under Clause 12 of the Constitution, offer himself for re-election as Director.

About Mr David Botta

David's business career spans over 35 years in customer facing industries, Europe, Asia, UAE and NZ. The Director for Nike Europe, responsible for 2 Nike Towns and 52 factory stores. From there, he became CEO for Jeanswest, where he turned Jeanswest into the leader in denim retailing. David then became CO of Colorado Group. More recently, David owned Qualspec Australia's largest independent quality assurance company with operations across Asia, this business was sold in 2019.

Directors' Recommendation

The Directors (excluding Mr David Botta) recommend that Shareholders vote in favour of this Resolution.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

Item 6 - Election of Mr Garry Hounsell (Resolution 5)

Clause 12.16 of the Company's Constitution states that the Board may at any time appoint a person to be a Director either to fill a casual vacancy or as an addition to the existing number of Directors. Under clause 12.17 of the Company's Constitution, a Director so appointed holds office until the next AGM at which they are eligible for re-election.

As Mr Garry Hounsell, a Non-Executive Director and Chair of the Company, was appointed to fill a casual vacancy on 6 December 2021, he will retire at the 2021 Annual General Meeting and, being eligible under Clause 12 of the Constitution, offer himself for re-election as Director and Chair.

About Mr Garry Hounsell

A Fellow of the Australian Institute of Company Directors, Garry's current appointments are Chairman of Helloworld Travel Limited (since October 2016), director of the Commonwealth Superannuation Corporation Limited (since July 2016) and Findex Group Limited (since January 2020) and Treasury Wines Estates Limited (since 2012). Garry is a former Chairman of PanAust Limited (from July 2008 to August 2015), Myer Holdings Limited (from November 2017 to October 2020, and a director from September 2017 to October 2020), Spotless Group Holdings Limited (from February 2017 to August 2017, and a director from March 2014 to August 2017) and a former director of Qantas Airways Limited (from January 2005 to February 2015), Integral Diagnostics Limited (from October 2015 to March 2017) and Dulux Group Limited (from July 2010 to December 2017), and has held senior positions at both Ernst & Young and Arthur Andersen.

Directors' Recommendation

The Directors (excluding Mr Garry Hounsell) recommend that Shareholders vote in favour of this Resolution.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

Item 7 - Election of Ms Amber Collins (Resolution 6)

Clause 12.16 of the Company's Constitution states that the Board may at any time appoint a person to be a Director either to fill a casual vacancy or as an addition to the existing number of Directors. Under clause 12.17 of the Company's Constitution, a director so appointed holds office until the next AGM at which they are eligible for re-election.

As Ms Amber Collins, a Non-Executive Director of the Company, was appointed to fill a casual vacancy on 6 December 2021, she will retire at the 2021 Annual General Meeting and, being eligible under Clause 12 of the Constitution, offer herself for re-election as Director.

About Ms Amber Collins

Amber started her career at Saatchi & Saatchi Advertising London working on FMCG brand such as Schweppes and Carlsberg-Tetley before joining Lowe Howard-Spink as the Board Director managing Tesco PLC. Over the next five years Amber worked as a Director of brand consultancy Interbrand in

London and the USA. Returning to Australia, she spent nearly 10 years at Coles and Target in multiple management roles with responsibility for product development, brand management, digital marketing, communications and media. Amber joined Australia Post as Chief Marketing Officer in 2019 and is on the board of Foodbank Vic.

Directors' Recommendation

The Directors (excluding Ms Amber Collins) recommend that Shareholders vote in favour of this Resolution.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

Item 8 - Director Fee Pool (Resolution 7)

The Constitution provides that each Director is entitled to such remuneration from the Company for their services as a Director as the Directors decide but the total amount provided to all Directors for their services as Directors must not exceed in aggregate in any financial year the amount fixed by the Company in Annual General Meeting.

The aggregate amount approved by Shareholders excludes remuneration paid to Executive Directors.

In accordance with ASX Listing Rule 10.17, an entity must not increase the total aggregate amount of Director's fees payable to its non-executive Directors without approval of holders of its ordinary shares. At present, the maximum aggregate amount of fees (total fee pool) that may be paid to non-executive Directors of the Company in any financial year is \$400,000.

The Directors are seeking Shareholder approval to increase this amount by \$100,000 to \$500,000 per financial year for the following reasons:

- The Directors wish to provide flexibility to allow for temporary fluctuations in the size of the Board, if and when appropriate, in its management of Board succession planning; and
- The Directors wish to allow some future increases in fees to maintain market competitiveness and to reflect increasing demands on non-executive Directors.

It is emphasized that the setting of the Fee Pool is a maximum annual limit and does not imply that the full amount will be used nor that fees will necessarily be increased to that limit.

Under the ASX Listing Rules, the term 'directors' fees' includes committee fees, superannuation contributions and fees which a director sacrifices for other benefits, but does not include reimbursement of genuine out-of-pocket expenses, genuine 'special exertion' fees or securities issued to non-executive Directors with approval of Shareholders in accordance with the ASX Listing Rules.

If Shareholders approve the total fee pool, the following fees will apply to non-executive Directors from Monday 2 May 2022:

| Non-Executive Director | Board of Directors | Audit and Risk Committee | Remuneration and Nomination Committee |
|------------------------|--------------------|--------------------------|---------------------------------------|
| Garry Hounsell | \$140,000 | Nil | Nil |
| Paul Docherty | \$80,000 | Nil | Nil |

| | | | |
|---------------------------|----------|-----|-----|
| Lyndsey Cattermole | \$80,000 | Nil | Nil |
| David Botta | \$80,000 | Nil | Nil |
| Amber Collins | \$80,000 | Nil | Nil |

The following securities have been issued to Angelos Giannakopoulos, Non-Executive Director and Chair of the Company, under ASX Listing Rules 10.11 or 10.14, in the last three years:

| Description | No of Shares | Value |
|--|--|---------------------------------------|
| Placement Participation Approved: AGM 29 November 2019 | 5,000,000 Shares | \$50,000 (\$0.01 per Share) |
| Convertible Notes Approved: General Meeting 31 July 2020 | 7,500,000 Shares (100,000 Unlisted Notes) | Conversion Price \$0.14 per Share |
| Convertible Notes Approved: AGM 27 November 2020 | 12,500,000 Shares +\$5,000 Accrued Interest (95,000 Notes) | Conversion Price \$0.008 per Share |

If Shareholders approve this resolution, the total aggregate amount of Director's fee payable each financial year will be \$500,000. If Shareholders do not approve this resolution, the total aggregate amount will remain as \$400,000.

Director's Recommendation

The Directors, with non-executive Directors noting their interest in this Item 9, recommend that Shareholders vote in favour of this Resolution.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Item 9 by, or on behalf of, any Director or any of their associates. However, the Company need not disregard a vote cast in favour of Item 9 if it is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Item 9, in accordance with directions given to the proxy or attorney to vote on Item 9 in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on Item 9, in accordance with a direction given to the Chair to vote on Item 9 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 item; and
 - the holder votes on this Item 9 in accordance with directions given by the beneficiary to the holder to vote in that way.

It is noted that, in accordance with section 250BD(2) of the Corporations Act, a vote must not be cast on Item 9 as a proxy by a member of the KMP at the date of the AGM, or a Closely Related Party of such a member, unless it is cast as proxy for a person where the proxy form specifies the way the proxy is to vote on the item. This restriction on voting undirected proxies does not apply to the Chair where the proxy form expressly authorises the Chair to exercise undirected proxies even if the item is

connected, directly or indirectly, with the remuneration of the KMP. The Chair intends to exercise undirected proxies in favour of Item 9.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

Item 9 - Amendment to Constitution (Resolution 8)

The Constitution of Wellness and Beauty Solutions Limited (formerly called Total Face Group Limited) was adopted by shareholders at its AGM in 2015. Under Section 136(2) of the Corporations Act, a company can modify its constitution by special resolution. Accordingly, the Company seeks shareholder approval to amend its Constitution to ensure flexibility in managing meetings.

The proposed amendments to the Constitution are available in full, as Annexure B to this Notice of Meeting.

The proposed amendment consists of the insertion of the following clauses (clause 10.39) to the existing Constitution:

“Virtual Technology and Attendance

10.39 Subject to the Corporations Act and ASX Listing rules, a reference in this Constitution to:

- 10.39.1 meetings, includes a reference to that meeting being held wholly or partly online, virtually or electronically but does not include any live stream, recording or broadcast of that meeting which does not permit attendees as a whole a reasonable opportunity to engage and participate in the meeting;*
- 10.39.2 the presence of an individual, includes a reference to that individual's presence physically in person or electronically or virtually through the use of any technology; and*
- 10.39.3 the attendance of an individual, includes a reference to that individual attending a meeting, venue or any other applicable place physically in person or electronically or virtually through the use of any technology.”*

These amendments will provide that a meeting may be held using virtual meeting technology provided the technology gives each participant the ability to engage and participate in the meeting. The amendments will ensure that the Company has the flexibility to continue conducting virtual meetings, if needed.

This Resolution is a special resolution and requires support from 75% of the votes cast.

Director's Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

GLOSSARY

\$ means Australian Dollars.

AEST means Australian Eastern Daylight Time as observed in Sydney, Australia.

Associate has the same meaning as that under the Corporations Act.

Annual General Meeting or **AGM** or **Meeting** means the meeting convened by the Notice.

ANZ means Australia and New Zealand Banking Group Limited ABN 11 005 357 522.

ASX means ASX Limited ACN 620 466 248.

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX.

ASX Principles means the ASX Corporate Governance Principles and Recommendations (4th edition).

Auditor's Report means the auditor's report of RSM Australia Partners as included in the Annual Financial Report.

Board means the current board of directors of the Company.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company or **WNB Solutions** means Wellness and Beauty Solutions Limited ACN 169 177 833 and each of its subsidiaries.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**\$**" means Australian dollars.

EEIP or **Employee and Executive Incentive Plan** means the Company's Employee and Executive Incentive Plan.

Equity Securities includes a Share, a right to a Share or Option (including a Performance Right), an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Notes means the Explanatory Notes accompanying this Notice.

Items means the resolutions set out in this Notice, or any one of them, as the context requires.

Key Management Personnel or **KMP** has the meaning as defined in section 9 of the Corporations Act.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the Explanatory Notes accompanying it and the Proxy Form.

Ordinary Resolution means a resolution that only needs to be passed by at least 50% of the total votes cast by Shareholders entitled to vote on that resolution.

Performance Right means a performance right issued under the EEIP.

Proxy Form means the proxy form accompanying this Notice.

Remuneration Report means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report.

Resolutions means the resolutions set out in this Notice, or any one of them, as the context requires.

Securities means Shares, options or Rights (as the context requires).

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

Shareholder means a registered holder of a Share.

Share Registry means Computershare Investor Services Pty Limited.

Special Resolution means a resolution that needs to be passed by at least 75% of the total votes cast by Shareholders entitled to vote on that resolution.

Virtual AGM Online Guide means the guide made available as Annexure A to this Notice to assist Shareholders to participate in the Meeting.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

ONLINE VOTING GUIDE



GETTING STARTED

To submit your vote online you will need to visit the link provided in the notice of meeting on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting to receive an email invitation.

PARTICIPATING AT THE MEETING

To participate in voting during the online meeting, visit the link provided in the notice of meeting.

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your post code.

OR

To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

Shareholder Invitation Guest

If you are a shareholder or an appointed corporate representative, please enter the required details below.

SRN or HIN
eg. X1234567890

Country
Australia

Post Code
eg. 0123

SIGN IN

Shareholder Invitation Guest

If you are a received an email invitation for this meeting, please enter your invite code below.

Invite Code
Enter your invite code, eg. G-ABCDEF0 or ABCD

SIGN IN



Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

To change your vote, select 'Click here to change your vote' and press a different option to override.

Broadcast Vote Q & A Documents

Items of Business

2A Re-elect Mr John Brown as a Director

FOR AGAINST ABSTAIN

2B Re-elect Mr Peter Nolan as a Director

FOR AGAINST ABSTAIN

FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.

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ANNEXURE B – CONSTITUTION

(commences on the following page)

Constitution

Wellness and Beauty Solutions Limited

Table of contents

| | | |
|-----------|--|-----------|
| 1 | Nature of company | 5 |
| 2 | Issue of shares | 5 |
| | Power to issue shares | 5 |
| | Number of shareholders | 5 |
| | Price on issue | 5 |
| | Special rights | 5 |
| | Effect of allotment on class rights | 5 |
| | Trusts over shares | 5 |
| | Entitlement to certificates | 5 |
| | Issue of certificates to joint holders | 6 |
| | Rights and obligations of joint holders | 6 |
| 3 | Variation of class rights | 6 |
| | Form of consent | 6 |
| | Separate general meeting | 6 |
| 4 | Alteration of capital | 7 |
| 5 | Lien | 7 |
| | Money secured by lien | 7 |
| | Enforcement of Lien | 7 |
| | Uncertificated Shares | 7 |
| | Power of sale | 7 |
| | Application of proceeds of sale | 8 |
| 6 | Calls on shares | 8 |
| | Power to make calls | 8 |
| | Time of call | 8 |
| | Notice of calls | 8 |
| | Liability to pay calls | 8 |
| | Interest on unpaid calls | 8 |
| | Sums payable on allotment or at a fixed date | 9 |
| | Advances of uncalled amounts | 9 |
| 7 | Forfeiture of shares | 9 |
| | Notice of default | 9 |
| | Forfeiture | 9 |
| | Sale of forfeited shares | 9 |
| | Transfer and consideration | 10 |
| | Liability of former Member | 10 |
| | Statement of forfeiture | 10 |
| | Non-payment of other sums | 10 |
| 8 | Transfer of shares | 10 |
| | Form of transfer | 10 |
| | Effect of transfers | 10 |
| | Registration procedure | 10 |
| | Board power to refuse registration | 11 |
| | Circumstances where registration prohibited | 11 |
| | Notification of refusal to register | 11 |
| | Operation of register | 11 |
| | Restricted securities | 11 |
| | Takeover approval provisions | 11 |
| | Sale of unmarketable shareholdings | 12 |
| 9 | Transmission of shares | 14 |
| | Transmittee right to register or transfer | 14 |
| | Other transmittee rights and obligations | 14 |
| | Deceased members | 14 |
| 10 | General meetings | 15 |
| | Voting qualification time | 15 |
| | Convening of meetings by Board | 15 |
| | Convening of meetings by members | 15 |
| | Directors attendance at general meetings | 15 |

| | |
|---|-----------|
| Notice of general meeting | 15 |
| Cancellation of general meetings | 15 |
| Quorum at general meetings | 16 |
| Quorum at adjourned general meetings | 16 |
| Appointment of chairperson | 16 |
| Chairperson's powers | 16 |
| Adjournment of meetings | 16 |
| Voting on show of hands | 16 |
| Demand for a poll | 17 |
| Voting rights of Members | 17 |
| Joint shareholders' vote | 17 |
| Voting rights where calls unpaid | 17 |
| Vote of the Chairperson at general meetings | 18 |
| Objections to voter qualification | 18 |
| Virtual Technology and Attendance | 18 |
| 11 Proxies and representatives | 18 |
| Proxies and representatives of Members | 18 |
| Appointment of proxies | 18 |
| Form of proxy | 19 |
| Authority of proxies | 19 |
| Verification of proxies | 19 |
| Validity of proxies | 19 |
| Revocation of appointment of proxy | 19 |
| 12 Appointment and retirement of directors | 19 |
| Number of Directors | 19 |
| Nomination of Directors | 20 |
| Appointment of Directors | 20 |
| Retirement of Directors | 20 |
| Share qualification | 21 |
| Casual vacancy Directors | 21 |
| Removal from office | 21 |
| Vacation of office | 21 |
| 13 Powers and proceedings of the board | 21 |
| Powers of the Board | 21 |
| Convening of Board meetings | 21 |
| Notice of Board meetings | 22 |
| Mode of meeting for Board | 22 |
| Quorum at Board meetings | 22 |
| Voting at Board meetings | 22 |
| Appointment of chairperson of the Board | 22 |
| Chairperson's vote at Board meetings | 22 |
| Participation where Directors interested | 22 |
| Delegation of powers to committee | 22 |
| Proceedings of committees | 23 |
| Validity of acts of Board | 23 |
| Minutes | 23 |
| Resolution in writing | 23 |
| 14 Directors' remuneration | 23 |
| Director's fees | 23 |
| Payment for expenses | 23 |
| Payment for extra services | 24 |
| Payments to former Directors | 24 |
| 15 Managing and executive Directors | 24 |
| Appointment | 24 |
| Termination of appointment of executive Director | 24 |
| Retirement by rotation | 24 |
| Remuneration of executive Directors | 24 |
| Powers of executive Directors | 24 |
| 16 Alternate Directors | 25 |
| Appointment of alternate Directors | 25 |

| | | |
|-----------|--|-----------|
| | Powers of alternate Director | 25 |
| | Termination of appointment of alternate Directors | 25 |
| 17 | Secretary | 25 |
| 18 | Indemnity and insurance | 25 |
| | Indemnity | 25 |
| | Insurance premiums | 25 |
| 19 | Execution of documents | 26 |
| | Seal | 26 |
| | Execution of documents | 26 |
| | Official and share Seals | 26 |
| 20 | Dividends | 26 |
| | Declaration of dividends | 26 |
| | Entitlements to dividends | 26 |
| | Amounts due by Member | 26 |
| | Payment of dividends by transfer of property | 26 |
| | Payment of dividends in cash | 27 |
| | Dividend reinvestment | 27 |
| | Authority to capitalise profits | 27 |
| | Application of capitalised sum | 27 |
| 21 | Winding up | 27 |
| | Rights to capital | 27 |
| | Ranking of restricted securities | 27 |
| 22 | Notices | 27 |
| | Persons authorised to give notices | 27 |
| | Method of giving notices | 28 |
| | Notices to joint holders | 28 |
| | Addresses for giving notices to Members | 28 |
| | Address for giving notices to the Company | 28 |
| | Time notice of meeting is given | 28 |
| | Time other notices are given | 28 |
| | Proof of giving notices | 29 |
| | Persons entitled to notice of meeting | 29 |
| 23 | Definitions and Interpretation | 29 |
| | Definitions | 29 |
| | Interpretation | 30 |
| | References to the constitution | 31 |
| | Replaceable rules | 31 |
| | Application of Corporations Act 2001 and Listing Rules | 31 |
| | Exercise of powers | 31 |

Corporations Act 2001
Public company limited by shares
Constitution of Wellness and Beauty Solutions Limited
ACN 169 177 833

1 Nature of company

- 1.1 The Company is a public company limited by shares.

2 Issue of shares

Power to issue shares

- 2.1 Subject to the Listing Rules, the directors have sole power to issue shares or options to buy or subscribe for shares in the Company. Subject to the Corporations Act 2001 and the Listing Rules, shares and options in the Company may be issued on any conditions as determined by the Board.
- 2.2 The directors may implement an employee share plan for officers or employees of the Company on such terms and conditions as they determine.

Number of shareholders

- 2.3 There is no limit on the number of shareholders the Company may have.

Price on issue

- 2.4 The Board may issue and allot shares in the Company at any price they consider appropriate.

Special rights

- 2.5 The Board may issue classes of shares in the Company as they think fit with preferred, deferred or other special rights or with those restrictions, and with such rights to dividends, voting, return of capital or otherwise and at such price as the Board sees fit. An issue of shares under this clause is without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but is subject to the Corporations Act 2001 and the Listing Rules.

Effect of allotment on class rights

- 2.6 The rights conferred on the holders of the shares of a class allotted with preferred rights are not to be treated as varied by the allotment of further shares by the Company ranking equally with them unless the terms of allotment of the earlier allotted shares expressly provide otherwise.

Trusts over shares

- 2.7 Except as required by law, no person is to be recognised by the Company as holding a share on trust.
- 2.8 Except as provided by this document or the law, the Company may recognise only an absolute right to the entirety of a share in the registered holder and, regardless of it having notice of any other interest or right, the Company is not bound by, or compelled in any way to recognise, any equitable, contingent, future, partial or other right or interest in a share or unit of a share.

Entitlement to certificates

- 2.9 The Board may determine that all the shares of a class of shares in the capital of the Company are to be allotted on the terms that they may be held only as uncertificated holdings under the ASX Settlement Operating Rules. A Member holding shares of that class is not entitled to require the Company to issue or deliver certificates as evidence of title to the shares. However the Company must provide the Member with a statement of their holding in accordance with the ASX Settlement Operating Rules and the Listing Rules. The Board may at any time revoke a determination under this clause.
- 2.10 If the Company operates an issuer sponsored sub-register it must allocate a unique SRN for each

holding of shares. A Member may have more than one holding each of which will have a unique SRN. Each new holding of shares on the issuer sponsored sub-register must be allocated a unique SRN for that holding.

- 2.11 The Board may permit a Member's holding of shares to be held as an uncertificated holding under the ASX Settlement Operating Rules and they must do so if the Listing Rules or the ASX Settlement Operating Rules require that shares are to be held as uncertificated holdings.
- 2.12 Every Member whose shares are not held as an uncertificated holding of shares is entitled without payment to receive a certificate in respect of shares allotted, as required by the Corporations Act 2001.
- 2.13 The Board may cancel without replacing a certificate for shares held by a Member whose shares are to be held as an uncertificated holding.

Issue of certificates to joint holders

- 2.14 The Company is not bound to issue more than one certificate in respect of a share or shares held jointly by several persons. Delivery of a certificate for a share to one of several joint holders is sufficient delivery to all such holders.

Rights and obligations of joint holders

- 2.15 The Board may from time to time determine the maximum number of joint holders, being not more than 3, whose names may be recorded in the Register. Until a determination is made, the maximum number is 3. The Company may record only the names of the first persons within the maximum number from the application for shares, transfer document or notice of death and all other names may be disregarded by the Company.
- 2.16 If several persons are jointly entitled to a share all of the following conditions apply in relation to that joint holding:
 - 2.16.1 In the absence of an express direction from those persons to the contrary, the Company may enter the names of those persons as Members in the Register in the order in which their names appear on the application for shares or the instrument of transfer or the notice of death or bankruptcy given to the Company to establish those persons' entitlement to the share.
 - 2.16.2 It is a sufficient discharge of any of the Company's obligations to those persons if the Company discharges that obligation in relation to the first named holder of the share in the Register.
 - 2.16.3 Any one of those persons may give effectual receipts for any dividend or return of capital payable to those persons.
 - 2.16.4 Those persons are jointly and severally liable to pay all calls, interest and other amounts in respect of the share.

3 Variation of class rights

Form of consent

- 3.1 If at any time there are different classes of shares on issue, the rights attached to a class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied in either of the following ways:
 - 3.1.1 With the consent in writing of the holders of 75% of the shares of that class.
 - 3.1.2 With the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class.

Separate general meeting

- 3.2 The provisions of this document relating to general meetings, with all necessary changes required by the context of this clause 3, apply to every separate general meeting except that:

- 3.2.1 Two Members represented in any manner permitted at general meetings who together hold one-third of the issued shares of the class, or the only Member holding shares in the class, is a quorum.
- 3.2.2 Any person qualified to be counted in a quorum may demand a poll.

4 Alteration of capital

- 4.1 The Company may do anything in respect of its share capital permitted by the Corporations Act 2001 and Listing Rules, including any one or more of the following:
 - 4.1.1 If there is in this document a restriction on the number of shares that may be on issue, increase by a Members resolution the number of shares which may be issued by the creation of new shares.
 - 4.1.2 Convert all or any of its shares into a larger or smaller number of shares by a Members resolution.
 - 4.1.3 Any form of capital reduction or buy back.

5 Lien

Money secured by lien

- 5.1 To the extent permitted by the Listing Rules, the Company has a first and paramount lien on every share which is not fully paid (including a share acquired under an employee incentive scheme, where an amount is owed to the Company for its acquisition) and on all dividends payable in respect of that share for both of the following:
 - 5.1.1 For all money called but unpaid or due but unpaid in respect of that share.
 - 5.1.2 Where the share is registered in the name of one Member only, for all money payable to the Company by the Member or, in the case of a deceased Member, by the deceased Member's estate.
- 5.2 The lien extends to reasonable interest and expenses incurred because the amount has not been paid.
- 5.3 The Board may exclude at any time by resolution a share either wholly or in part from the lien created under this document.

Enforcement of Lien

- 5.4 The Company may do all things which the Board considers necessary or appropriate to do under the ASX Settlement Operating Rules or the Listing Rules to enforce or protect the Company's lien.

Uncertificated Shares

- 5.5 In the event any shares in the Company are held on the CHESS sub-register, while the Company has a lien on any such shares held on CHESS sub-register, the Company must, if required, give notice that a holding lock is to be applied in the form and manner set out in the ASX Settlement Operating Rules.

Power of sale

- 5.6 Subject to clause 5.7, the Company may sell, in any manner which the Board thinks fit, any shares on which the Company has a lien.
- 5.7 A share on which the Company has a lien must not be sold unless both of the following are satisfied:
 - 5.7.1 A sum in respect of which the lien exists is presently payable.
 - 5.7.2 A period of 14 days has elapsed after the Company has given to the Member in whose name the share is registered or the person entitled thereto by reason of the Member's death or bankruptcy a notice in writing of the Company's intention to sell the share.

- 5.8 The notice must:
- 5.8.1 State the amount, and demand payment, of the part of the amount in respect of which the lien exists as is presently payable.
 - 5.8.2 Comply with the requirements, if any, of the ASX Settlement Operating Rules and the Listing Rules.
- 5.9 The Company may do all things necessary to give effect to the sale of those shares on which the Company has a lien, including authorising a Director, Secretary or other person to execute a transfer of the shares sold in favour of the purchaser of the shares.
- 5.10 The Company must register the purchaser of any shares sold as the holder of the shares. The purchaser is not bound to see to the application of the purchase money. The title of the purchaser to the shares is not affected by an irregularity or invalidity in connection with the sale.

Application of proceeds of sale

- 5.11 The proceeds of the sale must be received by the Company and the money remaining after deducting the expenses of sale must be applied in payment of that part of the amount in respect of which the lien exists as is presently payable. The residue, if any, must (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

6 Calls on shares

Power to make calls

- 6.1 The Board may from time to time in accordance with this document make calls on Members for any money unpaid on the Members' shares which is not by the conditions of allotment of the share made payable at fixed times.
- 6.2 The Board may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
- 6.3 The Board may require that a call be paid by instalments.
- 6.4 A call or an instalment of a call may not be made payable at a date less than one month after the date fixed for the payment of the last preceding call or instalment.
- 6.5 The Board may at any time revoke or postpone a call.

Time of call

- 6.6 A call is to be treated as made at the time when the resolution of the Board authorising the call is passed.

Notice of calls

- 6.7 In the event any shares in the Company are held on the CHESS sub-register, the Company must comply with the Listing Rules in relation to the dispatch and content of notices to Members on whom a call is made. In all other circumstances, a Member on whom a call is made must be given at least 14 days' notice specifying both of the following:
- 6.7.1 The amount of the call.
 - 6.7.2 The due date for payment.

Liability to pay calls

- 6.8 A Member on whom a call is made in accordance with this document must pay to the Company the amount called on his shares at the time or times and place specified.

Interest on unpaid calls

- 6.9 If a sum called in respect of a share is not paid before or on the day appointed for payment, the person from whom the sum is due must pay interest on the sum from the day appointed for payment

of the sum called to the time of actual payment at a rate not exceeding 20% per annum determined by the Board. The Board may waive payment of interest, either wholly or in part, on sums called but unpaid.

Sums payable on allotment or at a fixed date

- 6.10 Any sum which by the terms of issue of a share becomes payable on allotment or at a fixed date is for the purposes of this document treated as a call duly made and payable on the date on which by the terms of issue the sum becomes payable.
- 6.11 In case of non-payment of a sum payable on allotment or at a fixed date, all the relevant provisions of this document as to payment of interest and expenses, forfeiture, or otherwise apply as if the sum had become payable by virtue of a call duly made and notified.

Advances of uncalled amounts

- 6.12 The Board may accept all or part of the money uncalled and unpaid upon any shares held by a Member which the Member is willing to advance to the Company.
- 6.13 The Board may authorise the payment of interest on the whole or a part of an advance of any uncalled amount due on shares until the date the amount would have been payable but for the advance at a rate not exceeding 10% per annum or a rate fixed from time to time by the Company in general meeting.

7 Forfeiture of shares

Notice of default

- 7.1 If a Member fails to pay a call or instalment of a call on the day when it is due for payment, the Board may, while any part of the call or instalment remains unpaid, give notice requiring the Member to pay the unpaid call or instalment together with any interest which may have accrued. The notice must do all of the following:
- 7.1.1 Specify a further day (not earlier than 14 days after the date of the notice) on or before which the payment required by the notice is to be made.
 - 7.1.2 State that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.
 - 7.1.3 Comply with the requirements, if any, of the ASX Settlement Operating Rules and the Listing Rules.

Forfeiture

- 7.2 If the requirements of a notice relating to forfeiture given under this document are not complied with, any share in respect of which the notice has been given may be forfeited by a resolution of the Board to that effect (if required, at a meeting convened in accordance with the Listing Rules), at any time before the payment required by the notice has been made.
- 7.3 If the share the subject of a resolution of forfeiture is entered on the CHES Sub-register, the Company may take all necessary steps to move the share to a sub-register administered by the Company. The forfeiture of the share is effective at the time the share is entered in that sub-register.
- 7.4 A forfeiture includes all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
- 7.5 Before a sale or disposition of a forfeited share the Board may annul the forfeiture on terms determined by the Board.

Sale of forfeited shares

- 7.6 A forfeited share becomes the property of the Company and may be sold or otherwise disposed of on the terms and in the manner determined by the Board in accordance with the Corporations Act 2001, the ASX Settlement Operating Rules and the Listing Rules.

Transfer and consideration

- 7.7 The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition of the share and may execute a transfer of the share in favour of the transferee.
- 7.8 On execution of the transfer the transferee must be registered as the holder of the share. The transferee is not bound to see to the application of any money paid as consideration.
- 7.9 The title of the transferee to the share is not affected by any irregularity or invalidity in connection with the forfeiture, sale, or disposal of the share.

Liability of former Member

- 7.10 A person whose shares have been forfeited ceases to be a Member in respect of the forfeited shares but remains liable to pay to the Company all money that, at the date of forfeiture, was payable by him to the Company in respect of the shares.
- 7.11 The money which the former Member is liable to pay to the Company and which may be recovered at the discretion of the Board includes both of the following amounts:
- 7.11.1 Interest on the money for the time being unpaid.
- 7.11.2 The expenses incurred by the Company in respect of the forfeiture and sale of the shares.
- 7.12 The liability of a defaulting Member ceases if and when the Company receives payment in full of all the money which the defaulting Member is liable to pay.

Statement of forfeiture

- 7.13 A statement in writing declaring that the person making the statement is a Director or Secretary, and that a share has been duly forfeited on a date stated in the statement, may not be objected to by any person claiming to be entitled to the share.

Non-payment of other sums

- 7.14 The provisions of this document as to forfeiture apply in the case of non-payment of a sum that, by the terms of issue of a share, becomes payable at a fixed time, as if that sum had been payable by virtue of a call duly made and notified.

8 Transfer of shares

Form of transfer

- 8.1 A transfer of shares must be either in writing in a common form or in another form approved by the Board or a proper ASX Settlement-regulated transfer for the purposes of the Corporations Act 2001.
- 8.2 A transfer must both show the jurisdiction of incorporation of the Company and be executed by or on behalf of both the transferor and the transferee unless the transfer is either of the following:
- 8.2.1 A sufficient transfer of marketable securities for the purposes of the Corporations Act 2001.
- 8.2.2 A proper ASX Settlement-regulated transfer for the purposes of the Corporations Act 2001.

Effect of transfers

- 8.3 A transferor remains the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the Register in respect of the shares.

Registration procedure

- 8.4 The document of transfer of shares that is not an ASX Settlement-regulated transfer must be left for registration at the Office, or at another place determined by the Board, accompanied by all of the following:
- 8.4.1 The certificate for the shares to which it relates.

- 8.4.2 Evidence that any fee payable on registration of the transfer has been paid.
- 8.4.3 Evidence reasonably required by the Board to show the right of the transferor to make the transfer.
- 8.5 Except if this document permits the Board to refuse registration, the Board must register the transferee as a Member and retain the document of transfer.
- 8.6 An ASX Settlement-regulated transfer must be effected by a proper ASX Settlement-regulated transfer and registered in accordance with the ASX Settlement Operating Rules.

Board power to refuse registration

- 8.7 Subject to the Corporations Act 2001 and the Listing Rules, the Board may, in its absolute discretion, refuse to register any transfer of shares or other securities or request ASX Settlement to apply a holding lock to prevent a transfer of any or all of them:
 - 8.7.1 Where a law relating to stamp duty prohibits the Company from registering it;
 - 8.7.2 Where the Company has a lien on the securities in accordance with the Listing Rules;
 - 8.7.3 Where the transfer is not permitted under the terms of an employee incentive scheme;
 - 8.7.4 If it is served with a court order that restricts the holder's capacity to transfer its shares or other securities (as the case may be); or
 - 8.7.5 In any circumstances permitted by the Listing Rules.

Circumstances where registration prohibited

- 8.8 The Board must refuse to register a transfer of shares in either of the following circumstances:
 - 8.8.1 If the Listing Rules require the Board or the Company to do so.
 - 8.8.2 If the shares are classified under the Listing Rules or by ASX as restricted securities and the transfer is or might be in breach of the Listing Rules or an escrow agreement entered into by the Company under the Listing Rules in relation to those shares.

Notification of refusal to register

- 8.9 If the Board refuses to register a transfer of a share in the Company, the Board must give written notice of the refusal to the person who lodged the transfer within 2 months after the date on which the transfer was lodged with the Company.

Operation of register

- 8.10 If the Company operates a Company sponsored sub-register then the Company must comply with the requirements of the Listing Rules in connection with that sub-register. The Company must process proper ASX Settlement-regulated transfers affecting sub-registers administered by the Company on all business days.

Restricted securities

- 8.11 Shares which are classified under the Listing Rules or by ASX as restricted securities and which are subject to escrow restrictions cannot be disposed (as that term is defined in the Listing Rules) of during the escrow period.

Takeover approval provisions

- 8.12 In this clause **approving resolution**, **proportional takeover bid** and **approving resolution deadline** have the meanings given to those terms in the Corporations Act 2001.
- 8.13 While clauses 8.12 to 8.21 have effect, the Company must refuse to register a transfer of shares that would give effect to a contract resulting from the acceptance of a proportional takeover bid in respect of the shares unless and until an approving resolution is passed, or deemed to be passed, in accordance with this document.
- 8.14 If a proportional takeover bid is made in respect of shares in the Company the Board must ensure

that an approving resolution is voted on in accordance with this document by the approving resolution deadline.

- 8.15 The approving resolution must be voted on at a meeting convened and conducted as if it is a general meeting of the Company convened and conducted in accordance with this document and the Corporations Act 2001 or by means of a postal ballot conducted by the Company in accordance with the Corporations Act 2001.
- 8.16 The bidder under the proportional takeover bid and any person who is associated with the bidder for the purposes of the Corporations Act 2001 must not vote on an approving resolution.
- 8.17 The persons entitled to vote on an approving resolution are those persons, other than the bidder or an associate of the bidder, who, at the end of the day when the first offer was made under the proportional takeover bid, held bid class securities.
- 8.18 Each person who is entitled to vote is entitled to one vote for each share of that class held at the end of the day when the first offer was made.
- 8.19 An approving resolution is taken to be passed if the proportion of the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than one-half. If it is not so passed, it is taken to be rejected.
- 8.20 If a resolution to approve the bid is voted on in accordance with the provisions of this document before the approving resolution deadline the Company must, on or before the approving resolution deadline, give the bidder (and in the event shares in the Company are held on the CHESSE sub-register, the ASX) a written notice stating that a resolution to approve the bid has been voted on and whether the resolution was passed or rejected.
- 8.21 If the approving resolution is not voted on by the approving resolution deadline a resolution to approve the proportional takeover bid is deemed to have been passed in accordance with this document.
- 8.22 Clauses 8.12 to 8.21 to cease to have effect on the day 3 years after the later of the following dates:
- 8.22.1 The date when those clauses first became binding on the Company.
- 8.22.2 The date when those clauses are last renewed by the Company passing a special resolution for their renewal.

Sale of unmarketable shareholdings

- 8.23 In clauses 8.23 to 8.35:

Appointment Date means the day after the end of the 42 day period specified in the notice given in accordance with clause 8.24 to Members with Unmarketable Holdings.

Authorised Price means the price per share of the shares of an Unmarketable Holding equal to the simple average of the last sale prices of the shares quoted on ASX for each of the 10 trading days immediately preceding the Appointment Date.

Authorising Member means a Member with an Unmarketable Holding who does not give notice to the Company in accordance with clause 8.24.3.

Terms of Sale means the terms of sale of each Authorising Member's shares set out in clause 8.26.

Unmarketable Holding means a holding of shares in the Company that is a less than a marketable parcel within the meaning of the Listing Rules.

- 8.24 If the Board proposes to reduce or eliminate Unmarketable Holdings, it may give notice under this clause to each Member with an Unmarketable Holding. The notice must comply with the requirements of the Listing Rules and the ASX Settlement Operating Rules and must include statements to the effect that:

- 8.24.1 The notice is given in accordance with this clause.
- 8.24.2 The Company intends to sell Members' Unmarketable Holdings.
- 8.24.3 Members who desire to retain their shareholdings must give notice of their desire to the Company within 42 days after the date of the notice.
- 8.24.4 A Member who does not give notice to the Company under this clause is to be regarded as irrevocably appointing the Company as the Member's agent to sell the Member's Unmarketable Holding in accordance with this clause.
- 8.25 Except if clause 8.35 applies, only one notice under clause 8.24 may be given by the Company in each period of 12 months.
- 8.26 On the Appointment Date each Authorising Member is regarded as having irrevocably appointed the Company as the Member's attorney to sell all the Member's Unmarketable Holding. The terms of appointment are as follows:
 - 8.26.1 The Company may take all necessary steps to cause the Authorising Member's shares to be moved from the CHES Subregister to a subregister administered by the Company.
 - 8.26.2 The purchase price must be not less than the Authorised Price.
 - 8.26.3 The Company may execute a transfer of the Authorising Member's shares as attorney for the Authorising Member.
 - 8.26.4 The sale of the Unmarketable Holding must be made within 5 business days after the end of the period of 42 days specified in the notice to Members under clause 8.24.
 - 8.26.5 Completion of the sale must occur within 5 business days after the date of sale or a later date which the Company and the purchaser agree in writing.
 - 8.26.6 The purchase price must be payable in cash.
 - 8.26.7 The Company may receive the proceeds of sale to be dealt with in accordance with the following clauses.
 - 8.26.8 The Company must pay all stamp duty and other expenses incurred in respect of the sale that would otherwise be borne by the Authorising Members.
 - 8.26.9 The Company may enforce the terms of the offer and any contract arising from it on behalf of all or any of the Authorising Members.
 - 8.26.10 A dispute arising between any of the purchaser, the Company and an Authorising Member in respect of the terms of the offer and the implementation of these clauses must be determined by the auditor of the Company acting as an expert and not an arbitrator.
- 8.27 The Company must do all that is reasonable to sell the Unmarketable Holdings of the Authorising Members. A sale may be made only in accordance with the Terms of Sale.
- 8.28 The Company must not sell the shares of a Member who gives notice to the Company in accordance with clause 8.24.3.
- 8.29 If all the Shares of 2 or more Authorising Members are sold to one purchaser the transfer may be effected by one transfer document.
- 8.30 The Company must send the proceeds of sale of an Unmarketable Holding to the Authorising Member by cheque mailed to the Member's address in the Register within 14 days after receipt of the proceeds of sale.
- 8.31 If an Authorising Member's whereabouts are unknown, the proceeds of sale must be applied in accordance with the applicable laws dealing with unclaimed moneys.
- 8.32 The receipt of the Company for the proceeds of sale of the shares of an Authorising Member is a

good discharge to the purchaser who is not bound to see to the regularity of the actions and proceedings of the Company under these clauses or to the application of the proceeds of sale.

- 8.33 After entry of the name of the purchaser in the Register as the holder of the shares acquired from an Authorising Member the validity of the sale may not be questioned by any person.
- 8.34 The Board may not give a notice to Members under clause 8.24 during the takeover period under a takeover scheme or takeover announcement.
- 8.35 If a takeover offer or takeover announcement is made after the giving of notice to Members under clause 8.24 and before the sale of an Unmarketable Holding:
- 8.35.1 The authority of the Company to sell that Unmarketable Holding terminates.
- 8.35.2 After the end of the takeover period a further notice under this clause may be given to all Members who then hold Unmarketable Holdings.
- 8.36 Before the ordinary shares of the Company are CHESS Approved Securities, clauses 8.23 to 8.35 do not apply.

9 Transmission of shares

Transmittee right to register or transfer

- 9.1 Subject to the Bankruptcy Act 1966 and the Corporations Act 2001, if a person entitled to a share because of a Transmission Event gives the Board the information that they reasonably require to establish the person's entitlement to be registered as the holder of any shares, that person may do either of the following:
- 9.1.1 Elect to be registered as a Member in respect of those shares by giving a signed notice in writing to the Company, and on receiving this notice the Company must register the person as the holder of those shares.
- 9.1.2 Transfer those shares to another person. That transfer is subject to the provisions of this document relating to the transfer of shares.

Other transmittee rights and obligations

- 9.2 A person who has given to the Board the information referred to in clause 9.1 in respect of a share is entitled to the same rights to which that person would be entitled if registered as the holder of that share.
- 9.3 A person registered as a Member as a result of a Transmission Event must indemnify the Company and the Board to the extent of any loss or damage suffered by the Company or the Board as a result of that registration.

Deceased members

- 9.4 If a Member (not being one of several joint registered holders) dies, the Company must recognise only the legal personal representative of that Member as having any title or interest in a share registered in the name of that Member or any benefits accruing in respect of that share.
- 9.5 If a Member (being one of several joint registered holders) dies, the Company must recognise only the surviving joint registered holders of that share as having any title or interest in, or any benefits accruing in respect of, that share.
- 9.6 Nothing in this document releases the estate of a deceased joint holder from a liability in respect of a share which had been jointly held by the deceased Member with other persons.
- 9.7 Where 2 or more persons are jointly entitled to any share as a consequence of the death of the registered holder of that share, they are taken to be joint holders of that share.

10 General meetings

Voting qualification time

- 10.1 Except as stated below, in this document Voting Qualification Time in relation to a general meeting means one of the following:
- 10.1.1 If a determination is made by the convenor of a meeting under clause 10.2, the time specified in that determination.
 - 10.1.2 If a determination is not made by the convenor of the meeting, 48 hours before the time for commencement of the meeting or a lesser time fixed in relation to general meetings of the Company for the purposes of this clause by determination of the Board.
- 10.2 For the purpose of determining voting entitlements at a general meeting, the convenor of a meeting may determine that all the issued voting shares in the Company at a specified time before the meeting are to be regarded as held at the time of the meeting by the persons who held them at the specified time.
- 10.3 A determination of a specified time before the meeting must be made before notice of the meeting is given.
- 10.4 The specified time must be not more than 48 hours before the meeting.
- 10.5 Before the ordinary shares of the Company are CHESS Approved Securities:
- 10.5.1 Clauses 10.1 to 10.4 do not operate.
 - 10.5.2 The Voting Qualification Time in relation to a general meeting is the time of commencement of the general meeting.

Convening of meetings by Board

- 10.6 The Board may convene a general meeting at any time.

Convening of meetings by members

- 10.7 The Board must call and arrange to hold a general meeting if required to do so under the Corporations Act 2001.

Directors attendance at general meetings

- 10.8 A Director is entitled to receive notice of and to attend all general meetings and all general meetings of the holders of any class of shares in the capital of the Company and is entitled to speak at those meetings.

Notice of general meeting

- 10.9 A notice of a general meeting may be given by any form of communication permitted by the Corporations Act 2001. The notice must specify the place, the day and the hour of meeting and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate the meeting, the general nature of the business to be transacted and any other matters as are required by the Corporations Act 2001.
- 10.10 The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

Cancellation of general meetings

- 10.11 The Board may cancel a general meeting, other than a general meeting which they are required to convene and hold under the Corporations Act 2001.
- 10.12 A meeting may only be cancelled in accordance with clause 10.11 if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least 2 business days prior to the time of the meeting as specified in notice of meeting.

Quorum at general meetings

- 10.13 Business may not be transacted at a general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Except as otherwise set out in this document, 2 Members present in person or by representative is a quorum.
- 10.14 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the chairperson:
- 10.14.1 If the meeting was convened by or on the requisition of Members, it must be dissolved.
- 10.14.2 Otherwise, it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Board.
- 10.15 If a meeting has been adjourned to another time and place determined by the Board, not less than 7 days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

Quorum at adjourned general meetings

- 10.16 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.

Appointment of chairperson

- 10.17 If the Board have elected one of their number as chairperson of their meetings, that person is entitled to preside as chairperson at every general meeting.
- 10.18 The Directors present at a general meeting must elect one of their number to chair the meeting in either of the following circumstances:
- 10.18.1 A Director has not been elected as the chairperson of Board meetings.
- 10.18.2 The chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or he is unwilling to act.
- 10.19 The Members present at a general meeting must elect one of their number to chair the meeting in either of the following circumstances:
- 10.19.1 There are no Directors present within 15 minutes after the time appointed for the holding of the meeting.
- 10.19.2 All Directors present decline to take the chair.

Chairperson's powers

- 10.20 Subject to the terms of this document dealing with adjournment of meetings, the ruling of the chairperson on all matters relating to the order of business, procedure and conduct of the general meeting is final and no motion of dissent from a ruling of the chairperson may be accepted.

Adjournment of meetings

- 10.21 The chairperson may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.
- 10.22 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 10.23 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 10.24 Except when a meeting is adjourned for 30 days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting on show of hands

- 10.25 At a general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded before that vote is taken or before the result is declared or immediately

after the result is declared.

- 10.26 If a poll is not duly demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Demand for a poll

- 10.27 A poll may be demanded by one of the following:

10.27.1 The chairperson.

10.27.2 At least 5 Members entitled to vote on the resolution.

10.27.3 Any Member or Members with at least 5% of the votes that may be cast on the resolution on a poll.

- 10.28 The demand for a poll may be withdrawn.

- 10.29 The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.

- 10.30 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chairperson or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll is the resolution of the meeting at which the poll is demanded.

- 10.31 A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.

Voting rights of Members

- 10.32 Subject to any rights or restrictions for the time being attached to a class or classes of shares on a show of hands every person present who was a Member at the Voting Qualification Time or who represents a corporation who was a Member at that time has one vote.

- 10.33 Subject to the rights or restrictions attached to a class or classes of shares, on a poll every person present who was a Member at the Voting Qualification Time and who is present in person or by proxy, attorney or representative has the following voting rights:

10.33.1 One vote for each fully paid share that person held at that time.

10.33.2 For each partly paid share that person held, a fraction of one vote equal to the fraction:

$\frac{AP}{NV}$ where:

AP is the amount paid on the partly paid share, excluding amounts credited or paid in advance of a call.

NV is the total amount paid or payable (excluding amounts credited) on that share.

- 10.34 A Member is not entitled to cast a vote in respect of shares which are classified under the Listing Rules or by ASX as restricted securities while there subsists a breach of an escrow agreement entered into by the Company in respect of the shares.

Joint shareholders' vote

- 10.35 In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, must be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority must be determined by the order in which the names stand in the Register.

Voting rights where calls unpaid

- 10.36 A Member is not entitled to vote or to be counted in a quorum at a general meeting unless all calls

or other sums presently payable by the Member in respect of shares have been paid.

Vote of the Chairperson at general meetings

- 10.37 In a case of an equality of votes, whether on a show of hands or on a poll, the chairperson of a general meeting has a casting vote in addition to their deliberative vote (if any) as a Member.

Objections to voter qualification

- 10.38 No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered. An objection to the qualification of a voter must be referred to the chairperson, whose decision is final. A vote not disallowed according to an objection as provided in this document is valid for all purposes. A vote which the Listing Rules require the Company to disregard is not valid.

Virtual Technology and Attendance

- 10.39 Subject to the Corporations Act and ASX Listing rules, a reference in this Constitution to:
- 10.39.1 meetings, includes a reference to that meeting being held wholly or partly online, virtually or electronically but does not include any live stream, recording or broadcast of that meeting which does not permit attendees as a whole a reasonable opportunity to engage and participate in the meeting;
 - 10.39.2 the presence of an individual, includes a reference to that individual's presence physically in person or electronically or virtually through the use of any technology; and
 - 10.39.3 the attendance of an individual, includes a reference to that individual attending a meeting, venue or any other applicable place physically in person or electronically or virtually through the use of any technology

11 Proxies and representatives

Proxies and representatives of Members

- 11.1 At meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or by attorney. A Member which is a corporation may appoint an individual as a representative. Except as expressly provided by the terms of their appointment, a person attending as a proxy, as the attorney of a Member, or as representing a corporation which is a Member has all the powers of a Member, except where expressly stated to the contrary in this document.

Appointment of proxies

- 11.2 A Member may appoint either 1 or 2 persons as their proxy to attend and vote instead of the Member. When a Member appoints 2 proxies the appointment must specify the proportion of the Member's voting rights which each proxy is entitled to represent. A proxy need not be a Member. A document appointing a proxy must be in writing, signed by the appointor or the attorney of the appointor duly authorised in writing and be in any form permitted by the Corporations Act 2001.
- 11.3 If the notice of the general meeting for which a proxy is appointed states that proxies may be sent to a specified facsimile number for or on behalf of the Company, a document generated from the image of a document appointing a proxy that is transmitted to that facsimile number is treated as being all of the following:
- 11.3.1 In writing.
 - 11.3.2 Signed if bearing a facsimile of a signature.
 - 11.3.3 Under seal if bearing a facsimile of a seal.
 - 11.3.4 Deposited with the Company in accordance with this document.
- 11.4 If the document appointing a proxy is sent by facsimile transmission, any power of attorney or other authority under which the appointment is signed, or a notarially certified copy of that power or authority, will be taken to be deposited with the Company in accordance with this document if it is transmitted by facsimile with the facsimile transmission of the document appointing the proxy.

Form of proxy

- 11.5 There is no required form for a proxy. The Board may from time to time approve a form for use at a particular meeting.

Authority of proxies

- 11.6 A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.
- 11.7 A proxy may vote on a show of hands but a person holding a proxy for more than one Member has only one vote.
- 11.8 A document appointing a proxy confers authority to demand or join in demanding a poll.
- 11.9 Except as expressly provided by the document appointing a proxy, an appointment of a proxy confers authority to agree to a meeting being convened by shorter notice than is required by the Corporations Act 2001 or by this document.

Verification of proxies

- 11.10 Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, both of the following documents must be deposited with the Company as applicable:
- 11.10.1 The document appointing the proxy.
- 11.10.2 The power of attorney or other authority (if any) under which the document is signed or a notarially certified copy of that power or authority.
- 11.11 Those documents must be received at the Office, at a fax number at the Office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting not less than 48 hours before one of the following times:
- 11.11.1 The time for holding the meeting or adjourned meeting.
- 11.11.2 In the case of a poll, the time appointed for the taking of the poll.

Validity of proxies

- 11.12 A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by this document.

Revocation of appointment of proxy

- 11.13 A vote given in accordance with the terms of a proxy document or power of attorney is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the document is used:
- 11.13.1 The previous death or unsoundness of mind of the principal.
- 11.13.2 The revocation of the instrument or of the authority under which the instrument was executed.
- 11.13.3 The transfer of the share in respect of which the instrument or power is given.

12 Appointment and retirement of directors**Number of Directors**

- 12.1 Until otherwise determined in accordance with this document, the number of Directors must not be less than 3 nor more than 7. The Directors and Secretary in office at the date this document is adopted by the Company continue in office subject to this document.
- 12.2 The Company may, by resolution, increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office. Alternate Directors

are not to be treated as Directors for the purpose of determining the minimum or maximum number of Directors holding office.

Nomination of Directors

- 12.3 A person other than a Director who retires by rotation or who ceases to be a Director in accordance with this clause 12 is not eligible to be appointed as a Director at a general meeting unless notice of nomination of the person to be a Director is given to the Company in accordance with this clause 12.
- 12.4 A notice of nomination of a person to be a Director is:
- 12.4.1 A statement that the person is, or is nominated as, a candidate for election as a Director, signed by the person or a Member.
- 12.4.2 A written consent by the person to act as a Director of the Company.
- 12.5 A notice of nomination must be given to the Company not later than the last date for nomination fixed in accordance with clause 12.6.
- 12.6 The last date for the nomination of persons for election as Directors at a general meeting is the later of the following:
- 12.6.1 35 business days before the date of the general meeting.
- 12.6.2 Another date, which may not be later than the last date on which the notice convening the general meeting may be lawfully given, fixed in relation to that general meeting by resolution of the Board.
- 12.7 A Director who retires by rotation at a general meeting or who ceases to be a Director at a general meeting in accordance with this clause 12 is regarded as offering to be re-elected at that general meeting unless before the last date for nomination of Directors the Director gives to the Company written notice that the Director is not available to be re-elected.

Appointment of Directors

- 12.8 At a meeting at which a Director retires, the Company may by resolution fill the vacated office by electing a person to that office.
- 12.9 A retiring Director who offers to be re-elected at a general meeting is re-appointed to the office of Director with effect from the end of that meeting if each of the following is satisfied:
- 12.9.1 The vacated office is not filled by the election of a Director at the meeting.
- 12.9.2 The Director is not disqualified under the Corporations Act 2001 from holding office as a Director,
- 12.10 This is the case unless at that general meeting either of the following occurs:
- 12.10.1 It is expressly resolved not to fill the vacated office.
- 12.10.2 A resolution for the re-election of that Director is put and lost.

Retirement of Directors

- 12.11 At each annual general meeting of the Company the following Directors must retire from office:
- 12.11.1 One third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one third.
- 12.11.2 Any other Director, except a managing Director, who has been in office for 3 years or more since that Director's election or last re-election as a Director.
- 12.12 The Directors to retire at an annual general meeting are those who have been longest in office since their last election. If 2 or more persons became Directors on the same day, those to retire must be determined by lot unless they otherwise agree among themselves.

- 12.13 A Director retiring at an annual general meeting who is not disqualified by law from being reappointed is eligible for re-election and may act as a Director throughout the meeting at which that Director retires.
- 12.14 A Director may retire from office by giving notice in writing to the Company of that Director's intention to retire. A notice of resignation takes effect at the time which is the later of the following:
- 12.14.1 The time of giving the notice to the Company.
 - 12.14.2 The expiration of the period, if any, specified in the notice.

Share qualification

- 12.15 A Director or alternate Director is not required to hold a share in order to hold office as a Director or alternate Director.

Casual vacancy Directors

- 12.16 The Board or the surviving Director may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing number of Directors. The total number of Directors may not exceed the number fixed in accordance with this document.
- 12.17 A Director appointed under clause 12.16:
- 12.17.1 Holds office only until the next annual general meeting after the appointment and is then eligible for re-election.
 - 12.17.2 Must not be taken into account in determining the Directors who are to retire by rotation at that annual general meeting.

Removal from office

- 12.18 The Company may by ordinary resolution remove a Director from office and may by ordinary resolution appoint another person as a replacement. A person appointed to replace a Director removed from office must retire as a Director at the time ascertained as if the person became a Director on the day on which the Director removed from office was elected or last re-elected a Director.

Vacation of office

- 12.19 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act 2001 or another provision of this document, the office of Director becomes vacant in any of the following circumstances:
- 12.19.1 If the Director becomes an insolvent under administration.
 - 12.19.2 If the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - 12.19.3 If the Director is absent without the consent of the Board from the meetings of the Board held during a continuous period of 6 months and the Board resolves that the office of that Director be vacated.
 - 12.19.4 If the Director becomes prohibited from being a Director by reason of an order made under the Corporations Act 2001.

13 Powers and proceedings of the board

Powers of the Board

- 13.1 The Board may exercise all those powers of the Company as are not, by the Corporations Act 2001, the Listing Rules or by this document, required to be exercised by the Members in general meeting or otherwise.

Convening of Board meetings

- 13.2 A Director may at any time, and a Secretary must on the requisition of a Director, convene a meeting

of the Board.

Notice of Board meetings

- 13.3 Notice of each meeting of the Board must be given to each Director at least 24 hours before the meeting or at another time determined by resolution of the Board.
- 13.4 All Directors may waive in writing the required period of notice for a particular meeting.
- 13.5 It is not necessary to give a notice of a meeting of Board to a Director who is out of Australia or who has been given leave of absence.

Mode of meeting for Board

- 13.6 A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Board may otherwise regulate its meetings as it thinks fit.

Quorum at Board meetings

- 13.7 At a meeting of Board, the number of Directors whose presence is necessary to constitute a quorum is 2 or another number determined by the Board.
- 13.8 If the number of Directors is reduced below the number necessary for a quorum of Directors, the continuing Director or Directors may act only to appoint additional Directors to the number necessary for a quorum or to convene a general meeting of the Company.

Voting at Board meetings

- 13.9 Questions arising at a meeting of the Board must be decided by a majority of votes of the Directors present and voting. A decision of the majority is for all purposes a decision of the Board.

Appointment of chairperson of the Board

- 13.10 The Board may elect a Director to chair their meetings and determine the period for which the person elected is to hold office.
- 13.11 If a chairperson has not been elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present may choose one of their number to chair the meeting.

Chairperson's vote at Board meetings

- 13.12 The chairperson does not have a casting vote in either of the following circumstances:
- 13.12.1 At a meeting of Board at which only 2 Directors are present.
- 13.12.2 On the vote on a question to be decided on which only 2 Directors are competent to vote.
- 13.12.3 In all other cases of an equality of votes, the chairperson of the meeting has a casting vote in addition to the chairperson's deliberative vote as a Director.

Participation where Directors interested

- 13.13 A Director may be present and may vote on a matter before the Board if and to the extent that they are permitted to do so under the Corporations Act 2001.
- 13.14 If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting then 1 or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Company and the general meeting may pass a resolution to deal with the matter.

Delegation of powers to committee

- 13.15 The Board may delegate any of its powers to committees consisting of Directors or other persons as they think fit to act in Australia or elsewhere. The exercise of a power by a committee in accordance with this document is to be treated as the exercise of that power by the Board. In the exercise of any powers delegated to it, a committee formed by the Board must conform to the directions of the Board.

Proceedings of committees

- 13.16 Except as provided in a direction of the Board, the meetings and proceedings of a committee formed by the Board must be governed by the provisions of this document, in so far as they are applicable, as if meetings and proceedings of the committee are meetings and proceedings of the Board.

Validity of acts of Board

- 13.17 All acts done by a meeting of the Board or of a committee of the Board or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

Minutes

- 13.18 The Board must cause minutes of all proceedings of general meetings, of meetings of the Board and of committees formed by the Board to be entered, within one month after the relevant meeting is held, in books kept for the purpose. The Board must cause all minutes, except resolutions in writing treated as determinations of the Board, to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

Resolution in writing

- 13.19 A resolution in writing signed by all Directors, excluding Directors who have been given leave of absence, is to be treated as a determination of the Board passed at a meeting of the Board duly convened and held.
- 13.20 A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.
- 13.21 If a resolution in writing is signed by an alternate Director, it must not also be signed by the appointor of the alternate Director and vice versa.
- 13.22 In relation to a resolution in writing:
- 13.22.1 A document generated by electronic means which purports to be a facsimile of a resolution of the Board is to be treated as a resolution in writing.
- 13.22.2 A document bearing a facsimile of a signature is to be treated as signed.

14 Directors' remuneration

Director's fees

- 14.1 Subject to the Listing Rules, the Directors shall be entitled to be paid by way of fees for their services the aggregate sum determined from time to time by the Company in general meeting.
- 14.2 The aggregate sum must be divided among the Directors in the proportions and in the manner from time to time agreed by the Board. If they do not agree it must be divided equally.
- 14.3 The fees payable by the Company to Directors other than executive Directors must be by a fixed sum and must not be paid by way of commission on or a percentage of profits or operating revenue.
- 14.4 The aggregate sum of the Directors fees must not be increased except with the prior approval of the Company in general meeting. The notice convening the meeting must state the amount of the increase in the aggregate sum and the maximum sum that may be paid following the increase.
- 14.5 Directors' fees accrue from day to day.

Payment for expenses

- 14.6 In addition to their fees, the Directors must be paid all travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or general meetings or otherwise in the execution of their duties as Directors.

Payment for extra services

- 14.7 A Director who is called upon to perform extra services or to make a special exertion or to undertake executive or other work for the Company beyond the Director's ordinary duties may be paid additional fees for those services, exertions or work.
- 14.8 The additional amount may be paid in accordance with both of the following:
- 14.8.1 Either by fixed sum or salary determined by the Board.
- 14.8.2 Either in addition to or in substitution for the fees otherwise payable to the Director.

Payments to former Directors

- 14.9 Subject to the Corporations Act 2001, the Board may determine that the Company pay a gratuity, pension or allowance, at the time of or following retirement or other vacation of office to a Director or to a relative of a Director and make contributions to any fund and pay any premiums for the purchase or provision of that gratuity, pension or allowance.

15 Managing and executive Directors

Appointment

- 15.1 The Board may appoint one or more of their number to hold any executive office of the Company, including that of executive chairperson or managing Director. A Director appointed to an executive office of the Company is referred to in this document as an executive Director. The appointment of a Director to an executive office may be for the period and on the terms determined by the Board, subject to the provisions of the Corporations Act 2001.

Termination of appointment of executive Director

- 15.2 The Board may revoke or terminate any appointment of a Director to an executive office, but without affecting any claim for damages for breach of any employment contract between the Director and the Company.
- 15.3 A Director appointed as executive chairperson or managing Director (or some equivalent title) will automatically cease to hold that office if they cease to be a Director, but without affecting any claim for damages for breach of any employment contract between the Director and the Company. Any other executive Director will not automatically cease to hold their executive office if they cease to be a Director unless the contract or any resolution under which the Director holds office expressly states that they will, in which case that cessation does not affect any claim for damages for breach of any employment contract between the Director and the Company.

Retirement by rotation

- 15.4 An executive Director who is appointed as a managing Director is not subject to retirement by rotation and is not to be counted in determining the rotation or retirement of the other Directors. Any other executive Director is subject to retirement by rotation.

Remuneration of executive Directors

- 15.5 Subject to the terms of any agreement entered into between the Company and an executive Director, that executive Director is entitled to receive the remuneration determined by the Board. The remuneration of an executive Director may be paid by way of salary, commission, or participation in profits, or partly in one way and partly in another as determined by the Board. The remuneration of an executive Director must not include a commission on or percentage of operating revenue.

Powers of executive Directors

- 15.6 The Board may entrust to and confer on an executive Director any of the powers exercisable by them on the terms and conditions and with the restrictions determined by the Board. The powers conferred on an executive Director may be conferred on terms that they are to be exercised either concurrently with or to the exclusion of the Board's own powers. The Board may revoke, withdraw, alter, or vary from time to time all or any of the powers of an executive Director.

16 Alternate Directors

Appointment of alternate Directors

- 16.1 A Director, with the approval of the Board, may appoint a person, whether a Member or not, to be an alternate Director in the Director's place during those periods when the Director is unable to act.

Powers of alternate Director

- 16.2 An alternate Director is subject in all respects to the terms and conditions applying to the other Directors except:
- 16.2.1 The provisions of this document which relate to the election of Directors, their fees and remuneration and the power to appoint an alternate Director.
 - 16.2.2 As expressly provided in this document.
- 16.3 An alternate Director is entitled to do all of the following:
- 16.3.1 Perform all the duties of a Director while the Director who appointed the alternate Director is not exercising or performing them.
 - 16.3.2 Receive notice of meetings of the Board.
 - 16.3.3 Attend, be counted in a quorum, and vote at meetings of the Board if the Director who appointed the alternate Director is not present.

Termination of appointment of alternate Directors

- 16.4 The appointment of an alternate Director is immediately terminated if any of the following situations occurs:
- 16.4.1 The Director who appointed the alternate Director ceases to be a Director.
 - 16.4.2 The Director who appointed the alternate Director gives notice of termination of the appointment to the Company.
 - 16.4.3 The Board resolves to terminate the appointment after giving 7 days' notice of intention to remove the alternate Director to the Director who appointed the alternate Director.

17 Secretary

- 17.1 The Board must appoint one or more Secretaries and may at any time terminate the appointment or appointments. The Board may determine the terms and conditions of appointment of a Secretary, including remuneration. Any one of the Secretaries may carry out any act or deed required by this document, the Corporations Act 2001 or by any other statute to be carried out by the secretary of the Company.

18 Indemnity and insurance

Indemnity

- 18.1 Every officer and past officer of the Company may be indemnified by the Company, to the fullest extent permitted by law, against a liability incurred by that person as an officer of the Company or a subsidiary of the Company, including without limitation legal costs and expenses incurred in defending an action.

Insurance premiums

- 18.2 The Company may pay the premium on a contract insuring a person who is or has been an officer of the Company to the fullest extent permitted by law.

19 Execution of documents

Seal

- 19.1 The Board will decide whether the Company will have a seal, and if so will provide for the safe custody of the seal.

Execution of documents

- 19.2 The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by any of the following persons:
- 19.2.1 2 Directors;
 - 19.2.2 A Director and the Secretary.
 - 19.2.3 A Director and some other person appointed by the Board for the purpose.
- 19.3 The Company may also execute a document without the use of a seal as permitted by the Corporations Act 2001.

Official and share Seals

- 19.4 The Company may have for use in place of the Seal outside the jurisdiction where the Seal is kept one or more official seals, to be used in accordance with procedures approved by the Board.
- 19.5 The Company may have a duplicate common seal which must be a copy of the Seal with the addition on its face of the words 'Share Seal'. A certificate referring to or relating to securities of the Company sealed with the share seal is taken to be sealed with the Seal. Certificates referring to or relating to securities of the Company may be issued bearing a printed impression of the share seal and printed facsimiles of the signatures of the persons permitted by this document to sign and countersign the affixing of the Seal. A certificate so issued is to be taken as sealed with the Seal.

20 Dividends

Declaration of dividends

- 20.1 Dividends may be declared only by the Board and a dividend may only be paid as allowed by the Corporations Act 2001. Interest is not payable by the Company in respect of a dividend.

Entitlements to dividends

- 20.2 All dividends must be declared and paid on shares in proportion to the amounts paid (not credited) in proportion to the total amounts paid and payable (excluding amounts credited) in respect of the shares. However, subject to that, if a share is issued on terms that it ranks for dividend as from a particular date, that share ranks for dividend from that date.
- 20.3 An amount paid on a share in advance of a call must not be treated for the purposes of this clause 20 as paid or credited as paid on the share.
- 20.4 Shares which are classified under the Listing Rules or by ASX as restricted securities do not confer a right to receive dividends on the holders of those shares while there subsists a breach of an escrow agreement entered into by the Company in respect of the shares.

Amounts due by Member

- 20.5 The Board may deduct from any dividend payable to a Member all sums of money, if any, presently payable by the Member to the Company on account of calls or otherwise in relation to shares in the Company.

Payment of dividends by transfer of property

- 20.6 A dividend may be paid wholly or partly by the distribution of specific assets, including paid up shares in, or debentures of, another corporation.
- 20.7 Where any difficulty arises in regard to a distribution satisfied wholly or in part by the distribution of assets, the Board may settle the matter as they think expedient and to that end may do any of the following as required:

- 20.7.1 Fix the value for distribution of those specific assets or any part of them.
- 20.7.2 Determine that cash payments are to be made to some Members in order to equitably adjust the rights of all Members.
- 20.7.3 Vest any of those specific assets in trustees as the Board considers expedient.

Payment of dividends in cash

- 20.8 A dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or bankers draft sent through the post directed to either of the following addresses:
 - 20.8.1 The address of the holder as shown in the Register or, in the case of joint holders, to the address shown in the Register of the joint holder who is first named in the Register.
 - 20.8.2 The address which the holder or joint holders direct in writing as the address for payment of dividends.
- 20.9 Every cheque or draft for moneys referred to in clause 20.8 must be made payable to the person to whom it is sent and may be made payable to bearer. Any one of 2 or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders.

Dividend reinvestment

- 20.10 The Board may grant to Members or a class of Members the right to elect to reinvest cash dividends paid by the Company by subscribing for shares in the Company on the terms determined by the Board.

Authority to capitalise profits

- 20.11 The Board may resolve to capitalise the whole or a part of the profits or of any reserve account of the Company and may apply that amount in any manner permitted by this document, by law and the Listing Rules.

Application of capitalised sum

- 20.12 A sum capitalised must be applied for the benefit of the Members in the proportions in which those Members would have been entitled to that sum if distributed by way of dividend. A sum capitalised may be applied by the Board for the benefit of Members in any manner permitted by this document or by law. To the extent necessary to adjust the rights of Members among themselves, the Board may issue fractional certificates or make cash payments in cases where fractional certificates are required or take any other action necessary to equalise entitlements of Members.

21 Winding up

Rights to capital

- 21.1 The assets of the Company must on a winding up be applied in repayment to the Members in proportion to their respective holdings. This clause is subject to any express provision of this document.

Ranking of restricted securities

- 21.2 If at the commencement of a winding up the Company has issued shares which are classified under the Listing Rules or by ASX as restricted securities and the shares are subject to escrow restrictions, on a return of capital the holders of those shares rank behind all other shares in the Company.

22 Notices

Persons authorised to give notices

- 22.1 A notice by either the Company or a Member in connection with this document may be given on behalf of the Company or Member by a solicitor, director or company secretary of the Company or Member. The signature of a person on a notice given by the Company may be written, printed or stamped.

Method of giving notices

22.2 In addition to the method for giving notices permitted by statute, a notice by the Company or a Member in connection with this document may be given to the addressee by any of the following means:

- 22.2.1 Delivering it to a street address of the addressee
- 22.2.2 Sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee.
- 22.2.3 Sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee.

Notices to joint holders

22.3 A notice may be given by the Company to the joint holders of a share by giving the notice to the first named joint holder of the share shown in the Register.

Addresses for giving notices to Members

- 22.4 The street address or postal address of a Member is the street or postal address of the Member shown in the Register.
- 22.5 The facsimile number or e-mail address of a Member is the number which the Member may specify by written notice to the Company as the facsimile number or e-mail address to which notices may be sent to the Member.
- 22.6 Until a person entitled to a share in consequence of the death or bankruptcy of a Member gives notice to the Company of an address for the giving of notices, the address of that person is the address of the deceased or bankrupt Member.

Address for giving notices to the Company

- 22.7 The street and postal address of the Company is the Office.
- 22.8 The facsimile number or e-mail address of the Company is the number which the Company may specify by written notice to the Members as the facsimile number or e-mail address to which notices may be sent to the Company.

Time notice of meeting is given

- 22.9 A notice of meeting given in accordance with this document is to be taken as given, served and received at the following times as applicable :
 - 22.9.1 If delivered in writing to the street address of the addressee, at the time of delivery.
 - 22.9.2 If it is sent by post to the street or postal address of the addressee, on the business day after posting.
 - 22.9.3 If sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

Time other notices are given

- 22.10 A notice given in accordance with this document is to be taken as given, served and received at the following times as applicable:
 - 22.10.1 If delivered in writing to the street address of the addressee, at the time of delivery.
 - 22.10.2 If it is sent by post to the street or postal address of the addressee, on the 2nd (5th if outside Australia) business day after posting.
 - 22.10.3 If sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time transmission is completed.

Proof of giving notices

- 22.11 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of either of the following:
- 22.11.1 A transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee.
 - 22.11.2 A print out of an acknowledgment of a copy of the notice from the system from which it was sent authorised to be a true copy by a Director or Secretary of the Company.

Persons entitled to notice of meeting

- 22.12 Notice of every general meeting must be given by a method authorised by this document to all of the following persons:
- 22.12.1 Every Member.
 - 22.12.2 Every Director and alternate Director.
 - 22.12.3 Every person entitled to a share in consequence of the death or bankruptcy of a Member who, but for the Member's death or bankruptcy, would be entitled to receive notice of the meeting.
 - 22.12.4 The auditor for the time being of the Company, if any.
- 22.13 No other person is entitled to receive notices of general meetings.

23 Definitions and Interpretation

Definitions

- 23.1 In this document, the following definitions apply:

ASX means ASX Limited.

ASX Settlement Operating Rules means the ASX Settlement Operating Rules from time to time of ASX Settlement Pty Limited or any replacement rules that apply to trading in shares or other securities of the Company from time to time.

Board means the board of directors of the Company.

CHESS means the clearing house electronic sub-register systems as defined in the ASX Settlement Operating Rules.

CHESS Approved Securities means securities of the Company for which approval to participate in CHESS has been given in accordance with the ASX Settlement Operating Rules.

CHESS Subregister means that part of the Register that is administered by ASX Settlement and records uncertificated holdings of CHESS Approved Securities in accordance with the ASX Settlement Operating Rules.

Company means Wellness and Beauty Solutions Limited, ACN 169 177 833.

Director means a person appointed to perform the duties of a director of the Company.

Listing Rules means the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

Member means a person whose name is entered in the Register as a member of the Company.

Office means the registered office of the Company.

Register means the register of Members kept by the Company under the Corporations Act 2001.

Seal means the common seal of the Company, if any.

Secretary means a person appointed to perform the duties of a secretary of the Company.

SRN stands for Shareholder Reference Number and means a number allocated by the Company to identify a holder of shares on an issuer sponsored sub-register.

Transmission Event means:

- (a) If a Member is an individual, the death or bankruptcy of that Member or that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health.
- (b) If a Member is a body corporate, the deregistration or other dissolution of that Member.
- (c) In any case, the vesting in, or transfer to, a person of the shares of a Member without that person becoming a Member.

Interpretation

23.2 In this document, unless the context otherwise requires:

- 23.2.1 Words and expressions used in this document which are also used in the Corporations Act 2001, Corporations Regulations 2001, Listing Rule or ASX Settlement Operating Rules, have the same meanings given to them under the Corporations Act 2001, Corporations Regulations 2001, Listing Rule or ASX Settlement Operating Rules.
- 23.2.2 A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this document.
- 23.2.3 A reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time.
- 23.2.4 A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this document.
- 23.2.5 Where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- 23.2.6 A word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other genders.
- 23.2.7 An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or public authority.
- 23.2.8 A reference to dollars or \$ means Australian dollars.
- 23.2.9 References to the word 'include' or 'including' are to be construed without limitation.
- 23.2.10 A reference to a time of day means that time of day in the place where the Office is located.
- 23.2.11 A reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in the place where the Office is located.
- 23.2.12 Where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day.
- 23.2.13 A term of this document which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

References to the constitution

23.3 A reference to this document, where amended, means this document as so amended.

Replaceable rules

23.4 Each of the provisions of the Corporations Act 2001 which would but for this clause apply to the Company as a replaceable rule within the meaning of the Corporations Act 2001 are displaced and do not apply to the Company.

Application of Corporations Act 2001 and Listing Rules

23.5 The Corporations Act 2001 applies in relation to this document as if it was an instrument made under the Corporations Act 2001 as in force on the day when this document became the constitution of the Company.

23.6 If the Company is admitted to the Official List of ASX, the following clauses apply:

23.6.1 Notwithstanding anything contained in this document, if the Listing Rules prohibit an act being done, the act shall not be done.

23.6.2 Nothing contained in this document prevents an act being done that the Listing Rules require to be done.

23.6.3 If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).

23.6.4 If the Listing Rules require this document to contain a provision and it does not contain such a provision, this document is deemed to contain that provision.

23.6.5 If the Listing Rules require this document not to contain a provision and it contains such a provision, this document is deemed not to contain that provision.

23.6.6 If any provision of this document is or becomes inconsistent with the Listing Rules, this document is deemed not to contain that provision to the extent of the inconsistency.

23.7 If the Company is **not** admitted to the Official List of ASX, the following clauses apply:

23.7.1 Notwithstanding anything contained in this document, if a clause makes reference to the applicability of the Listing Rules, this document is deemed not to contain those references to the Listing Rules to the extent of that specific reference.

23.7.2 Notwithstanding anything contained in this document, if a clause makes reference to the applicability of the ASX Settlement Operating Rules, this document is deemed not to contain those references to the ASX Settlement Operating Rules to the extent of that specific reference.

23.7.3 Notwithstanding anything contained in this document, if the clause makes reference to the applicability of CHESS, CHESS Approved Securities and the CHESS Subregister, this document is deemed not to contain references to those definitions to the extent of those specific references in the document.

Exercise of powers

23.8 Except as specifically contemplated to the contrary in this document, the Company may, in any manner permitted by the Corporations Act 2001 exercise any power, take any action or engage in any conduct or procedure which under the Corporations Act 2001 a company limited by shares may exercise, take or engage in if authorised by its constitution.