



## ASX announcement

### Notice of 2023 Annual General Meeting

**Melbourne, Australia – 12 October 2023:** SelfWealth Ltd (ASX:SWF) attaches the Notice of Meeting and Proxy Form for its 2023 Annual General Meeting to be held on Tuesday, 14 November 2023 at 11.00am (AEDT), at K&L Gates, Level 25, Rialto South Tower, 525 Collins Street, Melbourne.

*This announcement has been authorised for release to the market by Jonathan Swain, Company Secretary.*

**ENDS**

#### Investor Enquiries

Paul Cullinan

Acting Chief Executive Officer

SelfWealth Limited

[shareholders@selfwealth.com.au](mailto:shareholders@selfwealth.com.au)



# **SELFWEALTH LIMITED**

ACN 154 324 428  
(ASX code: SWF)

## **NOTICE OF 2023 ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM**

Date and Time of Meeting:  
**Tuesday, 14 November 2023 at 11.00 am (AEDT)**

Place of Meeting:  
K&L Gates, Level 25, Rialto South Tower, 525 Collins Street,  
Melbourne

**This Notice of Annual General Meeting and Explanatory Memorandum contains an explanation of, and information about, the business to be considered at the Annual General Meeting of the Company on 14 November 2023. It is given to the Shareholders to help them determine how to vote on the Resolutions.**

**Shareholders should read this Notice of Annual General Meeting and Explanatory Memorandum in full before deciding if and how to vote on the Resolutions. If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.**

# SELFWEALTH LIMITED

ACN 154 324 428

## Notice of 2023 Annual General Meeting

Notice is given that the 2023 Annual General Meeting (**AGM** or **Meeting**) of Shareholders of SelfWealth Limited ACN 154 324 428 (**Company**) will be held at K&L Gates, Level 25, Rialto South Tower, 525 Collins Street, Melbourne, on **Tuesday, 14 November 2023 at 11.00 am (Melbourne time)** for the purpose of considering the matters set out in this Notice of Meeting (**Notice**) under the heading “Business of the Meeting”.

This year’s AGM has been convened as a physical meeting only, rather than the hybrid meeting held in 2022.

If you are unable to attend the meeting in person you may also:

- appoint a proxy, attorney or (in the case of corporate shareholders) a corporate representative to attend on your behalf;
- vote on the resolutions to be considered at the AGM by completing and lodging your Proxy Form in accordance with the instructions set out on the Proxy Form – this includes an option to lodge your votes online ahead of the AGM; and
- lodge questions online before the AGM at <https://investorcentre.linkgroup.com>.

Further details of how to appoint someone to attend the Meeting on your behalf, how to vote at the Meeting, and how to ask questions at the Meeting are set out later in this Notice of Meeting. Shareholders are strongly encouraged to submit their Proxy Forms as early as possible and in any event prior to the cut-off for proxy voting as set out in this Notice.

## Business of the Meeting

### Consideration of Reports

To receive and consider the Financial Report, the Directors’ Report and the Auditor’s Report for the financial year ended 30 June 2023.

### Resolution 1: Adoption of Remuneration Report

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

*“That the Remuneration Report for the year ended 30 June 2023 as set out in the Company’s Annual Report for the year ended 30 June 2023 be adopted.”*

A voting exclusion applies to this resolution as set out in the Explanatory Memorandum.

Note: Section 250R(3) of the Corporations Act 2001 (Cth) provides that the vote on this resolution is advisory only and does not bind the Directors or the Company.

### Resolution 2: Election of Ms Christine Christian

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

*“That Shareholders elect Ms Christine Christian, who was appointed as a Director by the Board on 19 April 2023 to fill a casual vacancy, whose appointment as a Director expires at*

*this Annual General Meeting in accordance with the Company's Constitution and Listing Rule 14.4, and who, being eligible, offers herself for election by Shareholders."*

### **Resolution 3: Election of Mr Paul Clark**

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

*"That Shareholders elect Mr Paul Clark, who was appointed as a Director by the Board on 19 April 2023 to fill a casual vacancy, whose appointment as a Director expires at this Annual General Meeting in accordance with the Company's Constitution and Listing Rule 14.4, and who, being eligible, offers himself for election by Shareholders."*

### **Resolution 4: Election of Mr Emanuel Datt**

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

*"That Shareholders elect Mr Emanuel Datt, who was appointed as a Director by the Board on 16 February 2023 to fill a casual vacancy, whose appointment as a Director expires at this Annual General Meeting in accordance with the Company's Constitution and Listing Rule 14.4, and who, being eligible, offers himself for election by Shareholders."*

### **Resolution 5: Spill Resolution (Conditional Resolution)**

**Note: The following resolution will only be put to the Meeting if at least 25% of the votes cast on Resolution 1 (Adoption of Remuneration Report) are cast against that resolution.**

If required, to consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That, as required by the Corporations Act:*

- (a) a general meeting of the Company's members (**Spill Meeting**) be held within 90 days of the passing of this resolution;*
- (b) all of the Directors who were Directors of the Company when the resolution to make the Directors' Report for the year ended 30 June 2023 was passed and who remain in office at the time of the Spill Meeting cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."*

A voting exclusion applies to this resolution as set out in the Explanatory Memorandum.

**Note: If you do not want the Spill Meeting to take place, vote AGAINST this resolution. If you want the Spill Meeting to take place, vote FOR this resolution.**

**By order of the Board**



**Jonathan Swain**  
**Company Secretary**  
12 October 2023

## Attendance at the AGM

This year's AGM has been convened as a physical meeting only. Shareholders may attend the AGM in person at K&L Gates, Level 25, Rialto South Tower, 525 Collins Street, Melbourne. Shareholders attending the meeting will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN). This number is located at the top of your Proxy Form.

If you are unable to attend the meeting in person you may also:

- appoint a proxy, attorney or (in the case of corporate shareholders) a corporate representative to attend on your behalf;
- vote on the resolutions to be considered at the AGM by completing and lodging your Proxy Form in accordance with the instructions set out on the Proxy Form – this includes an option to lodge your votes online ahead of the AGM; and
- lodge questions online before the AGM at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

Further details of how to appoint proxies, attorneys and corporate representatives, how to vote at the Meeting, and how to ask questions at the Meeting are set out below.

## Voting at the AGM

### 1. Entitlement to vote

For the purposes of the Meeting, the Company has determined that in accordance with regulation 7.11.37 of the Corporations Regulations, shares will be taken to be held by the persons registered as holders at 7.00pm on Sunday, 12 November 2023 (Melbourne time). Accordingly, transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

### 2. Voting by poll

Voting on all resolutions at the Meeting will be by poll.

### 3. Jointly held Shares

If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the share register will be counted whether the vote is given personally, by attorney or proxy.

### 4. Voting by proxy

Shareholders wishing to appoint a proxy to vote on their behalf at the Meeting must either complete and sign or validly authenticate the personalised Proxy Form which accompanies this Notice of Meeting or lodge their proxy online. A person appointed as a proxy may be an individual or a body corporate. A proxy need not be a Shareholder.

Proxies attending the Meeting in person will need provide their name and present identification (as part of their attendance registration process) prior to the Meeting commencing in order to obtain their proxy voting card for the Meeting.

Completed Proxy Forms must be delivered to the Share Registry in accordance with the instructions on the proxy form not later 11.00am (Melbourne time) on Sunday, 12 November 2023 in any of the following ways:

- (i) **Online** by logging on to the Link Market Services website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and following the instructions on the Proxy Form or by scanning the QR code on the back of the Proxy Form using a mobile device.
- (ii) **By mail** in the enclosed reply-paid envelope (or the self-addressed envelope, for Shareholders whose registered address is outside Australia) provided to the Share Registry:

SelfWealth Limited  
C/- Link Market Services Limited  
Locked Bag A14

- (iii) **By fax** to the Share Registry on +61 2 9287 0309.
- (iv) **By hand** to the following address (during business hours):

Link Market Services Limited  
Parramatta Square  
Level 22, Tower 6, 10 Darcy Street  
Parramatta NSW 2150

If you appoint a proxy and subsequently wish to attend the meeting yourself, the proxy will retain your vote and you will be unable to vote yourself unless you notify the registrar of the revocation of your proxy appointment before the commencement of the Meeting. You may notify the registrar by calling +61 1300 554 474.

If a proxy appointment is signed by a Shareholder but does not name the proxy or proxies in whose favour it is given, the Chair will act as proxy.

You are entitled to appoint up to two proxies to participate in the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy you must specify the names of each proxy and the percentage of votes or number of securities for each proxy on the Proxy Form. Replacement Proxy Forms can also be obtained from the Share Registry.

If you hold Shares jointly with one or more other persons, in order for your proxy appointment to be valid, each of you must sign the Proxy Form.

## 5. Undirected proxies

If a Shareholder nominates the Chair of the Meeting as that Shareholder's proxy, the person acting as Chair of the Meeting must act as proxy under the appointment in respect of any or all items of business to be considered at the Meeting.

If a proxy appointment is signed or validly authenticated by that Shareholder but does not name the proxy or proxies in whose favour it is given, the Chair of the Meeting will act as proxy in respect of any or all items of business to be considered at the Meeting.

Proxy appointments in favour of the Chair of the Meeting, the Company Secretary or any Director which do not contain a direction as to how to vote will be voted in favour of the resolution at the Meeting.

The Chair intends to vote undirected proxies in favour of Resolutions 1 to 4. If Resolution 5 is put to the Meeting, the Chair intends to vote undirected proxies against this resolution.

## **Appointing an Attorney**

If you wish to appoint an attorney to attend and vote at the Meeting, the original or a certified copy of the power of attorney under which the attorney has been appointed must be received by the Share Registry no later than 11.00am (Melbourne time) on Sunday, 12 November 2023 (or if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).

Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Shareholder is lodged with the Company.

Your appointment of an attorney does not preclude you from attending and voting at the Meeting. The appointment of your attorney is not revoked merely by your attendance at the Meeting, but if you vote on a resolution, the attorney is not entitled to vote, and must not vote, as your attorney on that resolution.

## **Appointing a Corporate Representative**

Corporate shareholders wishing to appoint a corporate representative to attend and vote at the Meeting should obtain a *Certificate of Appointment of Corporate Representative* from the Share Registry, and complete and sign the form in accordance with the instructions on it. The completed appointment form should be lodged with the Share Registry before 11.00am (Melbourne time) on Sunday, 12 November 2023.

The appointment of a representative may set out restrictions on the representative's powers. The appointment must comply with section 250D of the Corporations Act.

The original *Certificate of Appointment of Corporate Representative*, a certified copy of the *Certificate of Appointment of Corporate Representative*, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.

## **Shareholder Questions**

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), select Voting then click Ask a Question.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (Melbourne time) on Thursday 9 November 2023. Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

# SELFWEALTH LIMITED

ACN 154 324 42

## Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held at K&L Gates, Level 25, Rialto South Tower, 525 Collins Street, Melbourne at 11.00am (Melbourne time) on Tuesday, 14 November 2023 (**Meeting**).

### 1. Consideration of Reports

The Corporations Act requires the Company to lay before the Annual General Meeting the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2023.

These reports are all contained in the Company's 2023 Annual Report which can be accessed from the Company's website: <https://www.selfwealth.com.au/investor-centre>.

There is no requirement for Shareholders to approve the Financial Report, Directors' Report and Auditor's Report. However, Shareholders will be given the opportunity at the Meeting to:

- (a) discuss the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2023;
- (b) ask questions or make comments on the management of the Company; and
- (c) ask the Company's auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Annual General Meeting itself, written questions to the Chair about the management of the Company, or to the Company's auditor about the matters referred to in paragraph (c) above, may be submitted no later than 5.00pm on Thursday 9 November 2023 to the Company Secretary at the Company's registered office or online as set out above in the section headed Shareholder Questions.

### 2. Resolution 1 – Adoption of Remuneration Report

#### 2.1 Corporations Act

Under the Corporations Act, listed entities are required to put to the vote a resolution that the Remuneration Report be adopted. The Remuneration Report forms part of the Directors' Report and sets out a range of matters relating to the remuneration of Directors, the Company Secretary and senior executives of the Company.

The 2023 Remuneration Report can be found at pages 12 to 19 of the Company's 2023 Annual Report available on the investor section of the Company's website at <https://www.selfwealth.com.au/investor-centre>.

A vote on this resolution is advisory only and does not bind the Directors or the Company. However the Board will take the outcome of the vote into account in setting remuneration policy for future years.



Shareholders will have a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

At the 2022 AGM, SelfWealth received a “first strike” on the 2022 Remuneration Report, with 25.26% of Shares voted on the resolution to adopt the Remuneration Report being against the adoption of the report. The Company has taken this very seriously. Over the last 12 months the Company engaged with and gathered feedback from Shareholders. The feedback informed the decision to pause the LTI program for FY23. In FY23, no performance rights were issued and substantially reduced STI payments were made.

Following the first strike and then listening to feedback from Shareholders, a decision was taken to restructure the Board to ensure it had the appropriate mix of skills, diversity, business acumen and energy to support and guide the Company’s turnaround and transformation strategy. As a result, a full Board refresh occurred in the second half of the 2023 financial year with three new Non-Executive Directors appointed to the Board and a search now underway for an additional independent Non-Executive Director.

Because of the first strike received at the 2022 AGM, if 25% or more of the votes cast on the adoption of the 2023 Remuneration Report are against the resolution, the conditional Spill Resolution at Resolution 5 will be put to Shareholders for their consideration and vote.

## **2.2 Board Recommendation**

The Board has approved the Directors’ Report which contains the 2023 Remuneration Report. Accordingly, the Board unanimously recommends that shareholders vote in favour of Resolution 1. The Chair intends to exercise all undirected proxies in favour of Resolution 1.

## **2.3 Voting Exclusion Statement**

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any member of the Key Management Personnel for the Company (**KMP**) details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member of KMP.

However, a person described above may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chair of the Meeting and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on the resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company

The terms “Key Management Personnel” and “Closely Related Party” have the same meaning as set out in the Corporations Act.

In accordance with section 250BD of the Corporations Act a vote must not be cast on Resolution 1 as a proxy by a member of the KMP at the date of the AGM, or a Closely Related Party of such a members of KMP, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the

Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

### 3. Resolution 2 – Election of Director: Ms Christine Christian

#### 3.1 Background

Ms Christine Christian was appointed as a Director of the Company on 19 April 2023 in accordance with Rule 13.1(c) of the Constitution. Pursuant to Rule 13.1(d) of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office until the next annual general meeting and is then eligible for election at that meeting.

Accordingly, Ms Christian, being eligible, submits herself for election as a Director of the Company. Information regarding Ms Christian is as follows:

<b>Ms Christine Christian</b>	
Experience and expertise	<p>Christine is an experienced Chair and Company Director with a 35-year career working across financial services, banking, investment management, private equity, credit risk, Government and media.</p> <p>Christine has extensive expertise as an investor and entrepreneur, in business strategy and business performance. Christine is currently the Independent Chair of Auctus Investment Group and holds Non-Executive Director roles with MaxCap Group, Lonsec and Arcus Partners.</p> <p>She is also President of the State Library of Victoria and a Council member of La Trobe University.</p>
Other current listed company Directorships	Auctus Investment Group (ASX: AVC)
Former listed company Directorships in last 3 years	<p>Humm Group Limited (ASX: HUM), until 30 June 2022</p> <p>Credit Clear Limited (ASX: CCR), until 21 October 2021</p>
Special responsibilities	<p>Chair of the Board</p> <p>Chair of the Remuneration and Nomination Committee</p> <p>Member of the Audit and Risk Committee</p>

Prior to Ms Christian's initial appointment, the Company completed several background and screening checks including in relation to Ms Christian's experience and qualifications, criminal history and bankruptcy, with no adverse findings.

Having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition), the Board considers Ms Christian to be an independent Director.

Ms Christian has confirmed that she continues to have sufficient time to properly fulfil her duties and responsibilities to the Company.

### 3.2 Board Recommendation

The Board believes that Ms Christian's expertise and experience outlined above bring significant benefits to the Board. Accordingly, the Directors (with Ms Christian abstaining) recommend that Shareholders vote in favour of Resolution 2

## 4. Resolution 3 – Election of Director: Mr Paul Clark

### 4.1 Background

Mr Paul Clark was appointed as a Director by the Board on 19 April 2023 in accordance with Rule 13.1(c) of the Constitution. Pursuant to Rule 13.1(d) of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office until the next annual general meeting and is then eligible for election at that meeting.

Accordingly, Mr Clark, being eligible, submits himself for election as a Director of the Company. Information regarding Mr Clark is as follows:

<b>Mr Paul Clark</b>	
Experience and expertise	<p>Paul is an experienced Director with specialist financial expertise across audit and risk management, capital and debt advisory, M&amp;A, valuations and divestments, due diligence and corporate turnarounds.</p> <p>Paul has significant management experience in leading large teams going through structural and cultural change.</p> <p>Paul is currently the Chair of Salta Properties and the CEO &amp; Managing Director of Barristers Chambers. Paul was previously the CEO and Executive Director of Redflex, the Chair of Melbourne Water, and the Head of Capital and Debt Advisory at Ernst &amp; Young.</p> <p>He has also held senior executive roles at National Australia Bank, Bankwest and Bank of New Zealand</p>
Other current listed company Directorships	None
Former listed company Directorships in last 3 years	None
Special responsibilities	<p>Chair of the Audit and Risk Committee</p> <p>Member of the Remuneration and Nomination Committee</p>

Prior to Mr Clark's initial appointment, the Company completed several background and screening checks including in relation to Mr Clark's experience and qualifications, criminal history and bankruptcy, with no adverse findings.

Having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition), the Board considers Mr Clark to be an independent Director.

Mr Clark has confirmed that he continues to have sufficient time to properly fulfil his duties and responsibilities to the Company.

## 4.2 Board Recommendation

The Board believes that Mr Clark’s expertise and experience outlined above bring significant benefits to the Board. Accordingly, the Directors (with Mr Clark abstaining) recommend that Shareholders vote in favour of Resolution 3.

## 5. Resolution 4 – Election of Director: Mr Emanuel Datt

### 5.1 Background

Mr Emanuel Datt was appointed as a Director by the Board on 16 February 2023 in accordance with Rule 13.1(c) of the Constitution. Pursuant to Rule 13.1(d) of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office until the next annual general meeting and is then eligible for election at that meeting.

Accordingly, Mr Datt, being eligible, submits himself for election as a Director of the Company. Information regarding Mr Datt, is as follows:

<b>Mr Emanuel Datt</b>	
Experience and expertise	<p>Emanuel is the Principal of Datt Capital and is the largest shareholder of Selfwealth Limited.</p> <p>Datt Capital is an award-winning, Australian focused funds manager with a strong emphasis on emerging companies within the technology and financial sectors.</p> <p>Emanuel has 16 years investment management experience and is an experienced entrepreneur operating a number of businesses across industry sectors within a family conglomerate, prior to Datt Capital.</p>
Other current listed company Directorships	None
Former listed company Directorships in last 3 years	None
Special responsibilities	<p>Member of the Audit and Risk Committee</p> <p>Member of the Remuneration and Nomination Committee</p>

Prior to Mr Datt’s initial appointment, the Company completed several background and screening checks including in relation to Mr Datt’s experience and qualifications, criminal history and bankruptcy, with no adverse findings.

Having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition), the Board does not consider Mr Datt to be an independent Director due to his substantial shareholding in the Company.

Mr Datt has confirmed that he continues to have sufficient time to properly fulfil his duties and responsibilities to the Company.

## 5.2 Board Recommendation

The Board believes that Mr Datt's expertise and experience outlined above bring significant benefits to the Board. Accordingly the Directors (with Mr Datt abstaining) recommend that Shareholders vote in favour of Resolution 4.

## 6. Resolution 5 – Spill Resolution (Conditional Resolution)

### 6.1 Background

This resolution is a 'conditional' resolution. It will only be put to the AGM if at least 25% of the votes validly cast on Resolution 1 to adopt the 2023 Remuneration Report are cast against that resolution.

The "two strikes" rule under the Corporations Act provides that if at least 25% of the votes validly cast on the resolution to adopt the Remuneration Report at two consecutive annual general meetings are against adoption, members be given the opportunity to vote on a resolution in the form of Resolution 5 at the second meeting (a **Spill Resolution**).

A "first strike" was received at the 2022 AGM against the 2022 Remuneration Report. Therefore Resolution 5 will need to be put to the AGM if at least 25% of the votes validly cast are against adopting the 2023 Remuneration Report, because that would be a "second strike".

If less than 25% of the votes validly cast at the Annual General Meeting are against Resolution 1, then the Spill Resolution in Resolution 5 will not be put to the AGM.

If the Spill Resolution is required to be put to the Meeting, this resolution will be considered as an ordinary resolution, which means that, to be passed, the resolution requires the approval of a simple majority of the votes validly cast by or on behalf of Shareholders entitled to vote on the matter.

If the Spill Resolution is passed, then the Company must hold a separate general meeting (a **Spill Meeting**) within 90 days after the AGM. If a Spill Meeting is required, the date of the meeting will be notified to Shareholders in due course.

If a Spill Meeting is required to be held, the following Directors will automatically cease to hold office as Directors of the Company at the conclusion of the Spill Meeting (assuming that they are elected under resolutions 2, 3, and 4), unless they are willing to stand for re-election and are re-elected at the Spill Meeting:

- Christine Christian (Independent Non-Executive Chairman);
- Paul Clark (Independent Non-Executive Director); and
- Emanuel Datt (Non-Executive Director).

## 6.2 Board Recommendation

The Directors recommend that Shareholders vote **AGAINST** Resolution 5. The Company has refreshed and restructured the Board and the Board considers that the existing Directors have significant expertise and the appropriate mix of skills, diversity and business acumen to support and guide the Company's turnaround and transformation strategy.

Conversely, if the Spill Resolution is passed it can be expected that the leadership of the Board in the execution of the Group's strategy, and stability of the management team, will be adversely affected.

If the Spill Resolution is passed, each of the Directors would be eligible to seek re-election at the Spill Meeting. However, there is no assurance that any of them would do so. There would be a significant risk that the governance and strategy of the Company would be impacted and further turnover in the Board may be reflected in the Company's share price.

## 6.3 Voting Exclusion Statement

In accordance with the Corporations Act, a vote on Resolution 5 must not be cast (in any capacity) by or on behalf of any member of the Key Management Personnel for the Company (**KMP**), details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member of KMP.

However, a person described above may cast a vote on Resolution 5 if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 5; or
- (b) the person is the Chairman of the Meeting and the appointment of the Chairman as proxy:
  - (i) does not specify the way the proxy is to vote on the resolution; and
  - (ii) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

In accordance with section 250BD of the Corporations Act a vote must not be cast on Resolution 5 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 entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

## 7. Further information

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

The Directors recommend Shareholders read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

## Glossary

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

<b>Annual General Meeting or AGM</b>	means the annual general meeting of the Company to be held at 11.00am (Melbourne time) on Tuesday, 14 November 2023 pursuant to the Notice of Meeting.
<b>ASX</b>	means ASX Limited ACN 008 624 691, or its financial market, the Australian Securities Exchange, as the context requires.
<b>ASX Listing Rules or Listing Rules</b>	means the Listing Rules of the ASX as amended from time to time.
<b>Board</b>	means the board of Directors of the Company.
<b>Company</b>	means SelfWealth Limited ACN 154 324 428.
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act or Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Explanatory Memorandum</b>	means the explanatory memorandum attached to and forming part of this Notice.
<b>Meeting</b>	means the Annual General Meeting subject of this Notice.
<b>Notice of Meeting or Notice</b>	means this notice of Annual General Meeting, including the Explanatory Memorandum.
<b>Proxy Form</b>	means the proxy form accompanying this Notice.
<b>Remuneration Report</b>	means the remuneration report of the Company for the year ended 30 June 2023 as set out in the Company's Annual Report for the year ended 30 June 2023.
<b>Resolution</b>	means the resolutions referred to in the Notice of Meeting.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Share Registry</b>	means Link Market Services Limited, the Company's registrar.
<b>Shareholder</b>	means a holder of one or more Shares.

**LODGE YOUR VOTE**

**ONLINE**  
<https://investorcentre.linkgroup.com>

**BY MAIL**  
 Selfwealth Limited  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia

**BY FAX**  
 +61 2 9287 0309

**BY HAND**  
 Link Market Services Limited  
 Parramatta Square, Level 22, Tower 6,  
 10 Darcy Street, Parramatta NSW 2150

**ALL ENQUIRIES TO**  
 Telephone: +61 1300 554 474

**PROXY FORM**

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

**APPOINT A PROXY**

**the Chair of the Meeting (mark box)**

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Tuesday, 14 November 2023 at K&L Gates, Level 25, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 (the Meeting)** and at any postponement or adjournment of the Meeting.

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

**The Chair of the Meeting intends to vote all available proxies in accordance with the Board recommendation for each Item as set out in the Notice of Meeting and in Step 2 below.**

**VOTING DIRECTIONS**

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

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

**Resolutions**

- 1 Adoption of Remuneration Report
- 2 Election of Ms Christine Christian, AO as a Director
- 3 Election of Mr Paul Clark as a Director
- 4 Election of Mr Emanuel Datt as a Director
- 5 Spill Resolution (Conditional Resolution)

Board recommendation	For	Against	Abstain*
FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

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





## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIR OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Sunday, 12 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

<https://investorcentre.linkgroup.com>

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



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*during business hours Monday to Friday (9:00am - 5:00pm)

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