



23 October 2020

Addendum to 2020 Notice of Annual General Meeting

Netlinkz Limited (ACN 141 509 426) (**Company**) hereby gives notice to Shareholders that the Directors have determined to issue this addendum (**Addendum**) to the Notice of Annual General Meeting dated 14 October 2020 (inclusive of the Explanatory Statement, the **Notice of Meeting**) for the Company's Annual General Meeting to be held at 12.30pm (Sydney time) on 19 November 2020, at Rydges World Square, 389 Pitt Street, Sydney, NSW 2000.

Defined terms in the Notice of Meeting have the same meaning in this Addendum, unless otherwise stated.

IMPORTANT NOTICE

This Addendum should be read in its entirety along with the Notice of Meeting. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

PURPOSE OF THE ADDENDUM

The purpose of this Addendum is to seek Shareholders' approval for the election of Mr Grant Booker as a Director. Mr Grant Booker was appointed as a Director subsequent to the release of the Notice of Meeting, on 16 October 2020. In accordance with the Company's Constitution and the ASX Listing Rules, Mr Booker will hold office until the Annual General Meeting, at which he may be elected by shareholders.

This Addendum is supplemental to the original Notice of Meeting and should be read in conjunction with the original Notice of Meeting. Save for the amendments set out below, the Notice of Meeting remains unchanged.

By this Addendum:

- (a) The following additional resolution is inserted at the end of the agenda in the Notice of Meeting:

19. Resolution 18 – Election of Mr Grant Booker as a Director

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 58.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Grant Booker, a Director who was appointed by the Board during the year, retires and, being eligible, is hereby elected as a Director.”

- (b) The following new section is inserted at the end of the Explanatory Statement in the Notice of Meeting, in respect of Resolution 18:

Item 19 - Election of Mr Grant Booker as a Director (Resolution 18)



Clause 58.2 of the Constitution provides that any director appointed by casual vacancy holds office until the next annual general meeting and is eligible for election. Additionally, Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity.

Mr Booker was appointed as a Director on 16 October 2020. Being eligible, he now offers himself for election.

Resolution 18 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

Mr Booker is a senior business executive and has a strong track record of success in a number of sectors. He has extensive experience from working in senior roles with brands such as McDonalds, to founding and building a successful transport and logistics business from a one-truck operation to over 50 vehicles. In 2006, Mr Booker sold Nepean Waste Management to ASX-listed company Transpacific Industries Group Limited (ASX: TPI), since renamed Cleanaway Waste Management Limited (ASX: CWY). Following the acquisition, Mr Booker worked as State Acquisition Manager for the group, and was involved in conducting due diligence on various acquisitions, reporting to the Board. Mr Booker was instrumental in progressing 12 acquisitions, ranging from A\$5 million to A\$50 million in value.

Since leaving Transpacific Industries Group Limited, Mr Booker has been involved in a number of successful ventures in the property sector, and has invested extensively in private and listed companies. He is a Director of over 10 private companies, and has led a number of successful capital raisings for these, and other businesses. Mr Booker is not currently a director of any other ASX-listed companies, nor has he held any such positions in the last three years.

Mr Booker is a significant and long-term shareholder in the Company. Mr Booker's notifiable interests in securities already on issue in the Company are set out below, as disclosed in his initial director's interest notice announced to the ASX on 16 October 2020 (which interests amount to 2.66% of the current Shares on issue in the Company):

- a) 37,500,000 Shares held by Trans-Forming Investments Pty Ltd, of which Mr Booker is a director and majority shareholder; and
- b) 20,000,000 Shares held by Booker Super Services Pty Ltd, of which Mr Booker and his spouse are directors and each 50% shareholders.

Mr Booker is currently paid \$90,000 in director fees per annum.

It is also proposed (subject to prior Shareholders' approval, to be sought at a later general meeting of the Company) to offer to Mr Booker 10,000,000 Options comprising the following tranches:

- a) 2,500,000 Options with an exercise price of \$0.10 each;
- b) 2,500,000 Options with an exercise price of \$0.15 each;
- c) 2,500,000 Options with an exercise price of \$0.20 each; and
- d) 2,500,000 Options with an exercise price of \$0.25 each.

The Options are proposed to have the same terms and conditions as the Related Party Options disclosed in Schedule 2 of the Notice of Meeting.

Mr Booker is considered to be an independent Director. The Company conducted appropriate checks into Mr Booker's background and experience and considers that it has disclosed to shareholders all information that is relevant to a decision on this Resolution 18.

The Directors (other than Mr Booker) recommend that Shareholders vote in favour of Resolution 18 to elect Mr Grant Booker as a Director, as his skills and experience,



particularly in relation to occupational health and safety practices and management systems, align with the Company's strategic direction, and complement the Board's mix of skills and experience.

REPLACEMENT PROXY FORM

Enclosed with this Addendum is a new proxy form (**New Proxy Form**). Shareholders are advised that:

- If you have already completed and returned the Proxy Form which was enclosed with the Notice of Meeting and you wish to have your vote counted by proxy in respect to Resolution 18, **you must complete and return the New Proxy Form enclosed with this Addendum (ensuring that your directions for voting on ALL resolutions are included in the New Proxy Form, because submitting a New Proxy Form will replace your initial Proxy Form entirely).**
- If you have already completed and returned the Proxy Form which was enclosed with the Notice of Meeting and you wish to change your vote, **you must complete and return the New Proxy Form enclosed with this Addendum (ensuring that your directions for voting on ALL resolutions are included in the New Proxy Form, because submitting a New Proxy Form will replace your initial Proxy Form entirely).**
- If you have already completed and returned the Proxy Form which was enclosed with the Notice of Meeting and do not wish to change your vote and do not wish to vote on Resolution 18, **you do not need to take any action** as the earlier submitted Proxy Form will be accepted by the Company unless you submit a New Proxy Form.
- If you have not yet completed and returned a Proxy Form and you wish to vote on any of the Resolutions by proxy, please complete and return the New Proxy Form enclosed with this Addendum.

If you submit the New Proxy Form enclosed with this Addendum, any Proxy Form enclosed with the Notice of Meeting which has been completed by you will be disregarded. The Company reserves the right to accept Proxy Forms dispatched with the Notice of Meeting received from Shareholders in the event that a New Proxy Form enclosed with this Addendum is not provided by the relevant Shareholder.

New Proxy Forms must be received by the Company no later than 12:30pm (Sydney time) on Tuesday, 17 November 2020.



Proxy return

Please refer to the following proxy return instructions on the enclosed New Proxy Form.

Online:

At www.investorvote.com.au

By Mobile:

Scan the QR Code on your Proxy form and follow the prompts

By Mail to:

Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne Victoria 3001
Australia

By Facsimile Transmission to:

1800 783 447 (within Australia) or
+61 3 9473 2555 (outside Australia)

Custodian Voting

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

ENQUIRIES

Shareholders may contact the Company on (02) 9285 1300 if they have any queries in respect of the matters set out in this Addendum.

By Order of the Board of Directors

Erlyn Dale
Joint Company Secretary
Dated 23 October 2020



ABN 55 141 509 426



NET

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:30 pm (Sydney Time)** on **Tuesday, 17 November 2020**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend 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 write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Netlinkz Limited hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Netlinkz Limited to be held at Rydges World Square, Sydney, 389 Pitt Street, Sydney NSW 2000 on Thursday, 19 November 2020 at 12.30 pm (Sydney Time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 7-13 and 15-17 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 7-13 and 15-17 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 7-13 and 15-17 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Issue of Options to Mr James Stickland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Hualin Zhang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Issue of Options to Mr Grant Thomson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Mr Bruce Rathie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Fees to Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Dr Geoff Raby AO as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	Approval for the issue of Options to Mr Masamichi Tanaka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Election of Mr James Stickland as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15	Approval for the issue of Options to Mr Sandy Aitken	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Additional capacity to issue Equity Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16	Approval for the issue of Performance Rights to Mr Matthew Ryan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Issue of Shares to Mr James Tsiolis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17	Section 195 Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Issue of Options to Mr Hualin Zhang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18	Election of Mr Grant Booker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Issue of Options to Mr Bruce Rathie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
10	Issue of Options to Dr Geoff Raby AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare

