

29 November 2016

RESULTS OF ANNUAL GENERAL MEETING

In accordance with Listing Rule 3.13.2, Ensurance Limited (ASX Code: ENA) advises that the resolutions contained in the Notice of Annual General Meeting dated 26 October 2016 were passed by the requisite majority of security holders. All resolutions were decided on a show of hands.

The information required by section 251AA(2) of the Corporations Act 2001 (Cth) in respect of each resolution passed and defeated at the meeting is set out below.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

It was resolved as a **non-binding resolution**:

“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company’s annual financial report for the year ended 30 June 2016.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	1,600,224	0	0	325,000	1,925,224

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ADAM DAVEY

It was resolved as an **ordinary resolution**:

“That, for all purposes, Mr Adam Davey, a director of the Company who retires in accordance with clause 13.2 of the Constitution and, being eligible, is re-elected as a Director of the Company.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	1,600,224	0	0	325,000	1,925,224

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR BRETT GRAVES

It was resolved as an **ordinary resolution**:

“That, for all purposes, Mr Brett Graves, a director of the Company who retires in accordance with clause 13.2 of the Constitution and, being eligible, is re-elected as a Director of the Company.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	1,600,224	0	0	325,000	

RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

It was resolved as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	1,600,224	0	0	325,000	1,925,224

RESOLUTION 5 – APPROVAL TO ADOPT AN EMPLOYEE INCENTIVE SCHEME

It was resolved as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled “Incentive Share Plan” and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	1,600,224	0	0	325,000	1,925,224

RESOLUTION 6 – RATIFICATION OF 6,466,002 CONVERTIBLE NOTES

It was resolved as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,466,002 Convertible Notes for an aggregate subscription amount of \$1,422,520 on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	1,600,224	0	0	325,000	1,925,224

RESOLUTION 7 – APPROVAL OF THE ISSUE OF 7,170,362 CONVERTIBLE NOTES

It was resolved as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 7,170,362 Convertible Notes for an aggregate subscription amount of \$1,577,480 on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	1,600,224	0	0	325,000	1,925,224

Julia Beckett
JOINT COMPANY SECRETARY