

30 November 2017

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 30 October 2017 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 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 2017.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	8,889,241	792,725	145,454	216,390	30,710,450

RESOLUTION 2 – ELECTION OF DIRECTOR – MR TONY LEIBOWITZ

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

“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Tony Leibowitz, a Director who was appointed casually on 27 September 2017, retires, and being eligible, is re-elected as a Director.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	39,491,991	900,425	145,454	2,107,297	0

RESOLUTION 3 – ISSUE OF OPTIONS TO DIRECTOR IN CONSIDERATION FOR SERVICES PROVIDED

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Options to Mr Adam Davey (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	38,902,446	1,045,879	0	216,390	589,545

RESOLUTION 4 – APPROVAL OF ISSUE OF SHARES PURSUANT TO PLACEMENT

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 70,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	39,491,991	1,045,879	0	2,107,297	0

RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,597,314 Options on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	36,764,519	900,425	145,454	2,107,297	2,727,472

RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,500,000 Options on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	36,764,519	900,425	145,454	2,107,297	2,727,472

RESOLUTION 7 – RATIFICATION OF PRIOR ISSUES OF OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	39,491,991	900,425	145,454	2,107,297	0

RESOLUTION 8 – APPROVAL OF ISSUE OF CONVERTIBLE NOTE

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of the Davey Note to Mr Adam Davey (or his nominee), a Director of the Company, on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	38,902,446	900,425	145,454	216,390	589,545

RESOLUTION 9 – APPROVAL OF ISSUE OF CONVERTIBLE NOTE

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of the Hicks Notes to Savill Hicks Corp (Vic) Pty Ltd ATF Hicks Big Buckaroo Superannuation Fund (an entity controlled by Mr Stefan Hicks, a Director of the Company) (or its nominee), on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	13,581,985	900,425	145,454	2,107,297	25,910,006

RESOLUTION 10 – APPROVAL OF ISSUE OF CONVERTIBLE NOTE

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of the Priest Note to Elmwood Enterprises Pty Ltd (an entity controlled by Mr Grant Priest, a Director of the Company) (or its nominee), on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	39,491,991	900,425	145,454	2,107,297	0

RESOLUTION 11 – APPROVAL TO RE-ISSUE CONVERTIBLE NOTES ON REVISED TERMS

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given to re-issue 23 Convertible Notes (on corrected terms) with a combined face value of \$1,826,118 on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	39,491,991	1,045,879	0	2,107,297	0

RESOLUTION 12 – RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20 Convertible Notes with a combined face value of \$453,882 on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	39,491,991	1,045,879	0	2,107,297	0

RESOLUTION 13 – ADOPTION OF INCENTIVE OPTION SCHEME

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

“That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an incentive scheme titled Incentive Option Scheme, 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	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	6,147,819	1,045,879	0	216,390	33,344,172

RESOLUTION 14 – ADOPTION OF INCENTIVE SHARE PLAN

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

“That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)), Section 260C(4) of the Corporations Act and for all other purposes, approval is given for the Company to adopt an incentive scheme titled Incentive Share Scheme, 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	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	6,147,819	1,045,879	0	216,390	33,344,172

RESOLUTION 15 – ISSUE OF OPTIONS TO DIRECTOR UNDER EMPLOYMENT AGREEMENT

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

“That, subject to the passing of Resolution 2, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 4,000,000 Options to Mr Tony Leibowitz (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	36,858,269	1,045,879	0	216,390	2,633,722

RESOLUTION 16 – ISSUE OF OPTIONS TO DIRECTOR PURSUANT TO SHORT TERM LOAN AGREEMENT

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

“That, for the purposes ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,150,000 Options to Mr Tony Leibowitz (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	36,858,269	1,045,879	0	2,107,297	2,633,722

RESOLUTION 17 – ISSUE OF OPTIONS IN CONSIDERATION FOR EXTENSION OF SHORT TERM LOAN FACILITY

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 250,000 Options on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	39,491,991	1,045,879	0	2,107,297	0

RESOLUTION 18 – ISSUE OF OPTIONS TO UNDERWRITER OF PLACEMENT

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 7,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	36,858,269	1,045,879	0	2,107,297	2,633,722

RESOLUTION 19 – ISSUE OF OPTIONS TO SUB-UNDERWRITER OF PLACEMENT

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,500,000 Options to Kalonda Pty Ltd <Leibowitz Superannuation Fund A/C> (an entity controlled by Tony Leibowitz, a Director of the Company) (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	36,858,269	1,045,879	0	2,107,297	2,633,722

RESOLUTION 20 – ISSUE OF SHARES TO SUB-UNDERWRITER OF PLACEMENT

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 35,000,000 Shares to Kalonda Pty Ltd <Leibowitz Superannuation Fund A/C> (an entity controlled by Tony Leibowitz, a Director of the Company) (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	36,858,269	1,045,879	0	2,107,297	2,633,722

RESOLUTION 21 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

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

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

	For	Against	Abstain	Proxy Discretion	Excluded
Total number of proxy votes exercisable by all proxies validly appointed	39,491,991	1,045,879	0	2,107,297	0

Sam Hallab

COMPANY SECRETARY

