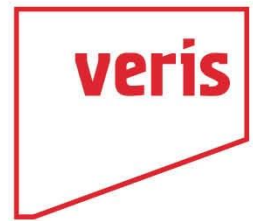


12 November 2018



Addendum to the Notice of Annual General Meeting

Veris advises that enclosed is an addendum (**Addendum**) to the Notice of Annual General Meeting dated 15th October 2018 to correct Resolutions 8 and 9 in relation to the issue of Performance Rights to Directors and to be considered at the Annual General Meeting to be held on Wednesday 21st November 2018 at 10.00am at The University Club of Western Australia, Ground Floor, Seminar Room 2, Hackett Drive (Entrance #1), Crawley, Western Australia.

New Proxy Form

A new Proxy Form accompanies the Addendum and will be provided to all shareholders. Shareholders are advised that:

- If you have already voted and wish to vote on Resolutions 8 or 9 or otherwise change your proxy vote, please complete and return the new Proxy Form accompanying the Addendum.
- If you have already voted and do not wish to vote on Resolutions 8 or 9 or change your proxy vote, you do not need to take any action. The Proxy Form you previously submitted remains valid.
- If you have not returned a Proxy Form, please complete and return the new Proxy Form accompanying the Addendum.

Proxy Forms must be returned to the Company not later than 10am (WST) on 19 November 2018.

– ENDS –

For further information please contact:

Veris Corporate Office
Tel (08) 9317 0628

Perth

Level 12, 3 Hasler Road
Locked Bag 9
Osborne Park WA 6017
Australia

T 08 9317 0600
F 08 9317 0611
Veris.wa@veris.com.au
veris.com.au

Office Locations

Over 20 offices
across Australia
veris.com.au/contactus

Veris Limited
ABN 80 122 958 178

**DEVELOP
WITH _____
CONFIDENCE™**

VERIS LIMITED

ACN 122 958 178

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Veris Limited (ACN 122 958 178) (**Company**), hereby gives notice to shareholders of the Company that, in relation to the Notice of Annual General Meeting dated 15 October 2018 (**Notice of Meeting**) in respect of a general meeting of members to be held at 10.00 am (WST) on 21 November 2018 at the University Club of Western Australia, Ground Floor, Seminar Room 2, Hackett Drive (Entrance #1), Crawley, Western Australia (**Meeting**), the Directors have determined to amend and supplement the information contained in the Explanatory Statement provided to Shareholders in relation to the Notice of Meeting.

The Directors wish to advise that the number of Performance Rights proposed to be issued to Mr Lamond and Mr Elton in the Notice of Annual General Meeting dated 15 October 2018 were incorrect and stated *dollar values* as opposed to the *number* of Performance Rights, hence the Directors wish to amend and supplement the information contained in the Notice of Meeting and Explanatory Statement in regards to Resolutions 8 and 9 and provided to Shareholders.

Definitions in the Notice of Meeting have the same meaning in this Addendum to the Notice of Meeting unless otherwise updated in this Addendum to the Notice of Meeting. 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 to the Explanatory Statement set out below, all resolutions and the Explanatory Statement in the original Notice of Meeting remain unchanged.

Annexed to this Addendum to the Notice of Meeting is a replacement Proxy Form. To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, completed Proxy Forms annexed to the Notice of Meeting will not be accepted by the Company in relation to the Resolutions to be voted on by Shareholders at the Meeting.

Proxy Forms

The Company confirms that there have been no changes to the Proxy Form previously dispatched to Shareholders and this Proxy Form is annexed to this Addendum to the Notice of Meeting. Shareholders are advised that:

- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you wish to change your vote, you must complete and return the Proxy Form** annexed to this Addendum to the Notice of Meeting.
- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you do not wish to change your vote, 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 the Resolutions in the Notice of Meeting, please complete and return the Proxy Form annexed to this Addendum to the Notice of Meeting.

To vote in person, please attend the Meeting at the time, date and place set out above.

By this Addendum to the Notice of Meeting, the Notice of Meeting and the Explanatory Statement to the Notice of Meeting are amended and supplemented by the information set out in this Addendum to the Notice of Meeting.

SUPPLEMENTARY NOTICE OF MEETING

Resolution 8 of the Notice of Meeting is amended as follows:

1. RESOLUTION 8 – ISSUE OF PERFORMANCE RIGHTS TO MR ADAM LAMOND

To consider and, if thought fit, to pass, with or without amendment, the following resolution 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 491,113 Performance Rights to Mr Lamond or a nominee entity of Mr Lamond on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Resolution 9 of the Notice of Meeting is amended as follows:

2. RESOLUTION 9 – ISSUE OF PERFORMANCE RIGHTS TO MR BRIAN ELTON

To consider and, if thought fit, to pass, with or without amendment, the following resolution 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 309,167 Performance Rights to Mr Elton or a nominee entity of Mr Elton on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

SUPPLEMENTARY EXPLANATORY STATEMENT

Any reference to the amount of Performance Rights that Messrs Lamond and Elton are proposed to receive is replaced as follows, unless otherwise stated:

- (a) for Mr Lamond, "147,334 Performance Rights" is replaced with "491,113 Performance Rights"; and
- (b) for Mr Elton, "92,750 Performance Rights is replaced with "309,167 Performance Rights".

The fourth and fifth paragraphs of Section 9.5 of the Explanatory Statement are deleted and replaced with the following:

Accordingly, for the Key Executive Performance Rights intended to be issued to Mr Lamond:

- (a) 294,668 will vest subject to a TSR hurdle* being achieved over a 3 year period; and
- (b) 196,445 Performance Rights will vest as follows:
 - 65,482 Performance Rights vesting on 30 June 2020 (2 year service condition);
 - 65,482 Performance Rights vesting 30 June 2021 (3 year service condition); and
 - 65,481 Performance Rights vesting 30 June 2022 (4 year service condition),subject to continued employment at the above times.

For the Key Executive Performance Rights intended to be issued to Mr Elton:

- (a) 185,500 will vest subject to a TSR hurdle* being achieved over 3 years; and
- (b) 123,667 Performance Rights will vest as follows:
 - 41,222 Performance Rights vesting on 30 June 2020 (2 year service condition);
 - 41,222 Performance Rights vesting 30 June 2021 (3 year service condition); and
 - 41,223 Performance Rights vesting 30 June 2022 (4 year service condition),subject to continued employment at the above times.

DATED 12 NOVEMBER 2018
BY ORDER OF THE BOARD



LISA WYNNE
COMPANY SECRETARY

Enquiries: Shareholders are required to contact the Company Secretary on +61 8 9317 0626 if they have any queries in respect of the matters set out in this Addendum to the Notice of Meeting.



ABN 80 122 958 178

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

VRS

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

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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



For your vote to be effective it must be received by 10:00am (WST) Monday, 19 November 2018

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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

XX

I/We being a member/s of Veris 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 Veris Limited to be held at The University Club of Western Australia, Ground Floor, Seminar Room 2, Hackett Drive (Entrance #1), Crawley, Western Australia on Wednesday, 21 November 2018 at 10:00am (WST) 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 Resolutions 1 and 7 - 9 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 7 - 9 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 Resolutions 1 and 7 - 9 by marking the appropriate box in step 2 below.

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
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Issue of Performance Rights to Mr Adam Lamond	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Karl Paganin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Issue of Performance Rights to Mr Brian Elton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director - Mr Brian Elton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 4	Ratification of Prior Issue of Shares - Elton Consulting Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 5	Ratification of Prior Issue of Shares - Employee of Linker Surveying	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 6	Ratification of the Prior Issue of Shares to Underwriter of the DRP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 7	Adoption of Veris Incentive Plan	<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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____