

**CLIME INVESTMENT MANAGEMENT LIMITED  
(ABN 37 067 185 899)**

**Annual General Meeting – 13<sup>th</sup> November 2014**

**Disclosure of Proxy Votes**

In accordance with section 251AA of the Corporations Act 2001, the following information is provided to ASX Limited in relation to the resolutions passed by members of Clime Investment Management Limited at its Annual General Meeting held on 13<sup>th</sup> November 2014.

<b>Resolution Number</b>	<b>Resolution 1 – Remuneration Report</b>
Decided by show of hands (S) or poll (P)	Approved (S)
<b>Total number of proxy votes exercisable by proxies validly appointed</b>	8,140,241
<b>Total number of proxy votes in respect of which the appointments specified that:</b>	
- the proxy is to vote for the resolution	932,432
- the proxy is to vote against the resolution	203,371
- the proxy may vote at the proxy's discretion	6,944,438
- the proxy is to abstain on the resolution	60,000
Total votes cast on a poll in favour of the resolution	N/A
Total votes cast on a poll against the resolution	N/A
Total votes cast on a poll abstaining on the resolution	N/A
Total votes exercisable by proxies which were not cast	N/A

<b>Resolution Number</b>	<b>Resolution 2 – Re-election of Neil Schafer as a Director</b>
Decided by show of hands (S) or poll (P)	Approved (S)
<b>Total number of proxy votes exercisable by proxies validly appointed</b>	12,160,241
<b>Total number of proxy votes in respect of which the appointments specified that:</b>	
- the proxy is to vote for the resolution	5,086,715
- the proxy is to vote against the resolution	0
- the proxy may vote at the proxy's discretion	7,068,858
- the proxy is to abstain on the resolution	4,668
Total votes cast on a poll in favour of the resolution	N/A
Total votes cast on a poll against the resolution	N/A
Total votes cast on a poll abstaining on the resolution	N/A
Total votes exercisable by proxies which were not cast	N/A

<b>Resolution Number</b>	<b>Resolution 3 – Re-election of Richard Proctor as a Director</b>
Decided by show of hands (S) or poll (P)	Approved (S)
<b>Total number of proxy votes exercisable by proxies validly appointed</b>	12,160,241
<b>Total number of proxy votes in respect of which the appointments specified that:</b>	
- the proxy is to vote for the resolution	5,086,715
- the proxy is to vote against the resolution	0
- the proxy may vote at the proxy's discretion	7,068,858
- the proxy is to abstain on the resolution	4,668
Total votes cast on a poll in favour of the resolution	N/A
Total votes cast on a poll against the resolution	N/A
Total votes cast on a poll abstaining on the resolution	N/A
Total votes exercisable by proxies which were not cast	N/A

<b>Resolution Number</b>	<b>Resolution 4 – Re-election of Allyn Chant as a Director</b>
Decided by show of hands (S) or poll (P)	Approved (S)
<b>Total number of proxy votes exercisable by proxies validly appointed</b>	12,160,241
<b>Total number of proxy votes in respect of which the appointments specified that:</b>	
- the proxy is to vote for the resolution	5,047,047
- the proxy is to vote against the resolution	39,668
- the proxy may vote at the proxy's discretion	7,068,858
- the proxy is to abstain on the resolution	4,668
Total votes cast on a poll in favour of the resolution	N/A
Total votes cast on a poll against the resolution	N/A
Total votes cast on a poll abstaining on the resolution	N/A
Total votes exercisable by proxies which were not cast	N/A

**Richard Proctor**  
Company Secretary