

# **IGNITE LIMITED**

ABN 43 002 724 334

## **NOTICE OF ANNUAL GENERAL MEETING**

to be held at 10:00am (AEDT) on  
Tuesday 23 November 2021  
By video conference

<http://AGMWebinar.igniteco.com>

*(The password will be provided following registration to attend the meeting.)*

Shareholders who have elected not to receive a printed copy of the Company's 2021 Annual Report may obtain a copy from the Company's website [www.igniteco.com](http://www.igniteco.com) under "Investor Information".



# Ignite Limited

ABN 43 002 724 334

Notice is hereby given that the Annual General Meeting ("the Meeting" or the "AGM") of Ignite Limited ("the Company") will be held at 10:00am (AEDT) on Tuesday 23 November 2021 by video conference.

## Important Information regarding the holding of, and attendance, at the Meeting.

The health, safety and well-being of our shareholders and staff is of great concern to Ignite, and as such, in line with NSW State Government regulations and ASIC recommendations during the COVID-19 pandemic, Ignite will hold the Meeting by way of video conference. There will be no physical location where shareholders can attend the Meeting.

The consequences are as follows:

1. If you wish to attend the virtual Meeting, you must register **at least** 24 hours prior to the Meeting by providing the following details:
  - Name as per the register
  - Address as per the register
  - Number of shares
  - Last 4 digits of your HIN/SRN.
- (i) If you are an individual shareholder:
  - Register at <http://AGMRegistration.igniteco.com>
- (ii) If the shareholder is a non-person:
  - The proxy or appointed representative is to register at <http://AGMRegistration.igniteco.com>, and
  - Email a copy of your proxy form or evidence of appointment as corporate/other entity representative to [AGM@igniteco.com](mailto:AGM@igniteco.com).

Following registration all shareholders will be sent a link to the video conference meeting (<http://AGMWebinar.igniteco.com>) and the password to enter the Meeting.

2. We will provide an opportunity to ask questions at the Meeting. However, there may be connectivity and other issues during the video conference. Therefore, we recommend that any questions concerning the business of the Meeting are submitted during registration or 48 hours in advance of the Meeting.
3. Please mute your microphone unless you wish to ask a question.
4. If you wish to ask a question or make a comment, please raise your hand and wait until the Chairman acknowledges you and invites you to speak.
5. All resolutions will be determined by way of a poll. The poll will be conducted based on votes submitted by proxy and on-line voting, and by shareholders who have registered to attend and who vote at the Meeting in accordance with the instructions below.
6. Due to the virtual nature of the Meeting, the Company's share registry, Computershare, will be facilitating voting during the Meeting. If you wish to cast your vote during the Meeting, you will need to visit [web.lumiagm.com/355472487](http://web.lumiagm.com/355472487) on your smartphone, tablet or computer. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at: [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide).  
You can also vote online prior to the Meeting or lodge a proxy form.

Shareholders are encouraged to lodge a proxy form to vote at the AGM at least 48 hours before the Meeting or lodge your vote on-line prior to the Meeting if you do not intend to join the Meeting by video and cast your vote at that time.

# Ignite Limited

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## ORDINARY BUSINESS

### Consideration of Financial Report

To consider the Financial Report and the reports of the Directors and Auditors for the year ended 30 June 2021.

*Neither the Corporations Act 2001 nor the Company's Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given the opportunity to ask questions or make comments on the reports and statements at the Meeting.*

#### **Resolution 1      Re-election of Ms Jennifer Elliott**

To consider and if thought fit, pass the following ordinary resolution:

"That Ms Jennifer Elliott, being a Director of the Company, retires in accordance with the Constitution and the ASX Listing Rules and, being eligible, offers herself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting."

#### **Resolution 2      Appointment of Auditor**

To consider and if thought fit, pass the following ordinary resolution:

"That, having been duly nominated in accordance with Section 328B(1) of the Corporations Act 2001 and having provided written consent, PKF be appointed as the auditor of the Company."

#### **Resolution 3      Adoption of Remuneration Report**

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution:

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors' Report of the Company for the year ended 30 June 2021, be adopted, details of which are set out in the explanatory notes to resolution 3 in the notice of meeting."

## CONTINGENT BUSINESS

#### **Resolution 4      Spill Resolution**

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:

"That, subject to and conditional on at least 25% of the votes validly cast on resolution 3 to adopt the Remuneration Report for the year ended 30 June 2021 being cast against the adoption of the report:

(a) an extraordinary general meeting of the Company ("spill meeting") be held within 90 days of the passing of this resolution;

(b) Mr Garry Sladden, Ms Jennifer Elliott and Mr Fred van der Tang, being the Directors when the resolution to make the Directors' Report for the year ended 30 June 2021 considered at the 2021 Annual General Meeting, cease to hold office immediately before the end of the spill meeting; and

(c) resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to a vote at the spill meeting."



Ian Gilmour  
Company Secretary  
8 October 2021

## VOTING EXCLUSION

In accordance with the Corporations Act 2001 and the ASX Listing Rules, the Company makes the following statement:

The Company will disregard any votes cast on the following resolutions:

### **Resolution 3: Adoption of Remuneration Report and Resolution 4: Spill Resolution (if required)**

By or on behalf of:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) A closely related party of that person or persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## EXPLANATORY NOTES

This Explanatory Memorandum has been prepared for the shareholders of the Company to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Tuesday 23 November 2021. Shareholders are encouraged to read this document in full.

All resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

All resolutions will be determined by way of a poll.

Shareholders may cast their vote in any of the following ways:

1. Submitting a proxy form to be received by Computershare at least 48 hours prior to the commencement of the Meeting.
2. Lodging their vote on-line (via appointment of a Proxy) prior to the Meeting as detailed on the Proxy document.
3. Voting during the Meeting, by visiting the website advised on registering attendance, which must be done no later than 24 hours prior to the commencement of the Meeting.

If appropriate, and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like to raise at the Meeting.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor, PKF, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor. If you would like to submit a written question to PKF before the Meeting on any of the foregoing matters, please send your question(s) to the Company Secretary, Ian Gilmour, at AGM@igniteco.com before 16 November 2021 or when you register to attend the AGM.

If you have a more general issue or question that you would like discussed at the Meeting, please write to the Company Secretary at the above email address.

### How will the Chairman vote as proxy if the shareholder has not directed the Chairman to vote?

The Chairman intends to vote in **favour** of all Resolutions except Resolution 4, the Spill Resolution, if it is put and will vote **against** that resolution. If a shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on a Resolution then, if that shareholder is entitled to vote on that Resolution, the Chairman will vote in **favour** of that Resolution, including the Resolution to adopt the Remuneration Report, but will vote **against** the Spill Resolution, if put.

### Resolution 1 – Re-election of Ms Jennifer Elliott as a Director

Pursuant to Clause 6.3(b) of the Constitution and the ASX Listing Rules, Ms Jennifer Elliott will retire and seek re-election as a Director.

Jennifer has broad experience across senior executive roles in financial services, with a particular focus on strategic planning, risk and compliance, joint ventures in Asia and global human resources. During a 20-year career with Moody's Corporation, Jennifer held a variety of analytic and management roles, including over five years as head of Moody's Investors Service Asian business, and also several years as Chief Human Resources Officer for Moody's Corporation.

She holds a Master of Asian Business Studies from SOAS, University of London, and arts and law degrees from the University of Sydney.

During the last three years Jennifer has not been a director of any other listed company. Jennifer currently sits on several boards as an independent non-executive director, including not-for-profit entities.

Jennifer is Chairman of the Board Audit, Risk and Compliance Committee and a member of the Board Remuneration and Nomination Committee.

During the period that the Chairman of the Board acted as Executive Chairman, Jennifer chaired the meetings of Directors. She is currently Acting Chief Executive Officer of CareerTrackers Indigenous Internship Program.

## Recommendation

The Board, other than Ms Elliott, recommends the re-election of Ms Elliott as a Director for the following reasons:

- Ms Elliott has a deep understanding of the Company's business,
- Her broad experience in various roles in strategic planning, risk and compliance are all essential skills required on the board, and
- She chairs the Board Audit, Risk and Compliance Committee and chaired the meetings of Directors when Mr Sladden acted as Executive Chairman during the search for a Chief Executive Officer.

## Resolution 2 - Appointment of Auditor

The Board previously filled the auditor vacancy, after a number of proposals had been sought from prospective firms, by appointing PKF as auditor. The Board is now bringing the appointment of the auditor to shareholders for approval. PKF had previously consented to act and a shareholder's nomination, in accordance with Section 328B(1) of the Corporations Act 2001, for PKF, has been received and is attached to this notice.

The Board is of the opinion that PKF can provide a robust audit for the benefit of both the shareholders and the Board at a value reflecting the size of the Company.

## Recommendation

The Board recommends that shareholders approve the appointment of PKF as auditor of the Company.

## Resolution 3 - Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 30 June 2021.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and executives (which includes Key Management Personnel) of the Company. The Remuneration Report can be located in the Company's Annual Report on pages 10-15. The Annual Report is available online at [www.igniteco.com](http://www.igniteco.com) under "Investor Information".

The Resolution is advisory only and does not bind the Company or its Directors. However, the Board will consider the outcome of the vote and comments made by shareholders at the Meeting on the Remuneration Report when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs (this AGM) on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election. The Company encourages all shareholders to vote on Resolution 3 (Adoption of the Remuneration Report).

Since the last General Meeting, the Board has not received any comments on the contents of the Remuneration Report that was presented at last year's AGM.

The Chairman intends to exercise all undirected proxies in favour of Resolution 3. If the Chairman of the Meeting is appointed as your proxy and you have not directed the Chairman how to vote on Resolution 3 by signing and returning the Proxy Form, the shareholder is considered to have provided an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

## Recommendation

The Board recommends that shareholders approve the adoption of the Remuneration Report for the year ended 30 June 2021.

**CONTINGENT BUSINESS****Resolution 4 - Spill Resolution**

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**Background**

Under the Corporations Act, if 25% or more of eligible votes are cast against the adoption of the Remuneration Report at two consecutive AGMs, the shareholders at the second AGM are required to vote on a resolution ("spill resolution") that another shareholder meeting ("spill meeting") be held within 90 days of the AGM at which the Directors (other than the Managing Director) when the resolution to make the Directors' Report was passed, cease to hold office, but they may stand for re-election.

**Comment on the 25% Vote against the 2020 Remuneration Report**

At the Company's 2020 AGM, more than 25% of the eligible votes were cast against the adoption of the Remuneration Report.

The Directors were obliged to consider objections to the 2020 Remuneration Report when preparing the 2021 Remuneration Report. There were none and no objections were received since the meeting (or since the release of the 2021 Annual Report).

**Spill Resolution**

If 25% or more of the eligible votes cast at this AGM are against Resolution 3, the spill resolution must be considered and voted on by the shareholders at this AGM.

If less than 25% of the eligible votes cast are against the adoption of the Remuneration Report, the spill resolution will not be put to the Meeting.

If the spill resolution is put and more than 50% of the eligible votes cast are in favour of the resolution, the Company will hold the spill meeting within 90 days (by 21 February 2022). Mr Sladden, Ms Elliott and Mr van der Tang will cease to hold office immediately prior to the end of that meeting but will be eligible to stand for re-election.

**Board Recommendation**

The Board **recommends that, if the spill resolution is put, shareholders vote AGAINST it.**

In the Board's view, there is no demonstrated basis for a spill meeting and it would be extremely disruptive to the Company.

The statutory policy to provide a spill resolution is based on communicated dissatisfaction with or an objection to some aspect of the Remuneration Report that has not been corrected or dealt with by the Company.

No such dissatisfaction or objection has been communicated to the Company.



# Ignite Limited

ABN 43 002 724 334

## NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 10.00am (AEDT) on Sunday 21 November 2021 - ie 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax as follows:

Computershare Investor Services Pty Limited

**Mailing address:** GPO Box 242, Melbourne VIC 3001

**Fax:** (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

**Web:** [www.investorvote.com.au](http://www.investorvote.com.au) and follow the instruction provided

**For custodians** – who are subscribers of Intermediary Online, please submit your votes electronically via [www.intermediaryonline.com](http://www.intermediaryonline.com)

6. A corporate shareholder entitled to attend and vote at the Meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

The Company will accept the original appointment, a certified copy of the appointment or a certificate from the corporate shareholder giving notice of the appointment as satisfactory evidence of the appointment.

You must lodge your body corporate representative appointment document before the Meeting.

7. For the purposes of the Meeting, persons on the register of members as at 7:00pm (AEDT) on Sunday 21 November 2021 will be treated as members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

20 September 2021

Mr. G Sladden  
Chairman  
Ignite Limited  
Mezzanine Level  
3 Spring Street  
SYDNEY  
NSW

Dear Chairman,

Nomination of Auditor of Ignite Limited

I, John Charles Plummer, being the controlling shareholder and a Director of Gold Tiger Equities Pty Ltd and a major shareholder of Ignite Limited ('the Company'), hereby give written notice pursuant to Section 328B(1) of the Corporations Act of the nomination of PKF for appointment as Auditor of the Company at the next Annual General Meeting.

Yours Faithfully

A handwritten signature in dark ink, appearing to be 'John Plummer', written over a horizontal line.

John Plummer

Director

Gold Tiger Equities Pty Ltd

## Need assistance?

**Phone:**

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

**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) Sunday, 21 November 2021.**

# 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

The only way you can attend the meeting is by joining the webcast. To join the webcast you must first register at least 24 hours before the meeting as set out in the Notice of 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](http://www.investorcentre.com) under the help tab, "Printable Forms", which must be lodged at the time of registration to attend the virtual meeting, as set out in the Notice of Meeting.

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 186202**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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.

☐ **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.

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Ignite 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 Ignite Limited to be held as a virtual meeting on Tuesday, 23 November 2021 at 10:00am (AEDT) 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 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 3 and 4 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 3 and 4 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.

**Please Note:** to fully inform shareholders in exercising their right to vote, please be aware that if the Chairman of the Meeting is appointed as your proxy (or becomes your proxy as default), the Chairman of the Meeting intends to vote available proxies in the manner set out beside each resolution. This reflects the recommendation of the Board.

ORDINARY BUSINESS		Board Recommendation	For	Against	Abstain
1	Re-election of Ms Jennifer Elliott	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Appointment of Auditor	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Adoption of Remuneration Report	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>CONTINGENT BUSINESS</b> Note: Resolution 4 will only be considered at the meeting if the condition described in the Notice of Meeting is satisfied.					
4	Spill Resolution	AGAINST	<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 with the exception of Resolution 4 where the Chairman of the meeting intends to vote against. 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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