

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Bailador Technology Investments Limited (**Company**) will be held online as a virtual meeting accessible at <https://agmlive.link/BT120> at 11:00am (AEDT) on Tuesday 27 October 2020 (**Meeting**).

The Company is pleased to provide Shareholders with the opportunity to participate in the Meeting electronically through an online platform. Further information on how to participate in the meeting electronically is set out in the Notes section of this notice of annual general meeting (**Notice**) and the User Guide appended to this Notice and which will also be available at the Company's website.

Due to current circumstances relating to COVID-19 and associated government-imposed restrictions and recommendations on physical gatherings, there will be no physical meeting where Shareholders and proxies can attend in person.

This Notice is an important document and should be read in its entirety. The explanatory memorandum attached to this Notice (**Explanatory Memorandum**) provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the proxy form are part of this Notice.

ITEMS OF BUSINESS

Ordinary Business

ITEM 1: Financial statements and reports

To receive and consider the annual financial report of the Company and the directors' and auditor's reports for the financial year ended 30 June 2020.

ITEM 2: Remuneration Report

Resolution 1 – Adoption of Remuneration Report

To consider the remuneration report as it appears in the annual report for the Company (**Remuneration Report**) for the financial year ended 30 June 2020 and, if thought fit, pass the following resolution as an ordinary resolution:

"That, the Remuneration Report for the financial year ended 30 June 2020 is adopted."

Notes:

- (a) In accordance with section 250R(3) of the Corporations Act 2001 (Cth) (**Corporations Act**), the vote on this ordinary resolution is advisory only and does not bind the directors or the Company.
 - (b) A voting exclusion statement applies to this resolution (see Explanatory Memorandum for details).
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ITEM 3: Ratification of Shares

Resolution 2 – Ratification of Prior Issue of Shares Issued in March 2020

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 7.4 and for all other purposes, Shareholders ratify the issue of 1,573,503 Shares issued on 26 March 2020 on the terms and conditions set out in the Explanatory Memorandum."

Notes:

(c) A voting exclusion statement applies to this resolution (see Explanatory Memorandum for details).

ITEM 4: Election of directors

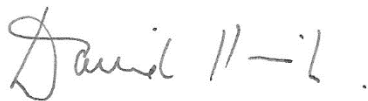
Resolution 3 – Re-election of David Kirk as director

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

"That, David Kirk, who retires by rotation in accordance with clause 19.3 of the Company's constitution and ASX Listing Rule 14.4 and being eligible for re-election, be elected as a director of the Company."

Note: Information about the candidate appears in the Explanatory Memorandum.

By order of the Board

A handwritten signature in dark ink, appearing to read "David Kirk".

David Kirk, Chairman

9 September 2020

NOTES**Questions**

In accordance with the Corporations Act and the Company's policy, reasonable opportunity will be provided to members during the Meeting to:

- (a) ask questions about or make comments on the management or performance of the Company, and on the Remuneration Report, and
- (b) ask the auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

A member may also submit a written question to the Company's auditor, Hall Chadwick, in relation to the content of the auditor's report or the conduct of the audit in relation to the annual financial report for the year ended 30 June 2020. Questions must be submitted to the Company no later than 5:00pm (AEDT) on Tuesday 20 October 2020 in accordance with section 250PA(1) of the Corporations Act and can be lodged online at www.linkmarketservices.com.au or sent to

Bailador Technology Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

The questions submitted will be immediately forwarded to Hall Chadwick who will answer these questions at the Meeting.

How to vote**Voting Entitlement**

Individual members who are registered shareholders of the Company as at 7:00pm (AEDT) on 25 October 2020 will be entitled to vote in person or by proxy. Body corporates may vote by appointing a corporate representative. Each registered shareholder has one vote on a show of hands or one vote for each fully paid share on a poll.

Proxies

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in their stead. That person need not be a member of the Company, and can be a natural person over the age of 18 years or a body corporate. Completed and signed forms must be lodged at the registered office of the Company by no later than 11:00am (AEDT) on 25 October 2020 in the manner specified below in this notice.

A member entitled to cast two or more votes may appoint two proxies. If a member appoints two proxies, the member may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number of votes is specified, each proxy may exercise half the member's votes.

Subject to the specific proxy provisions applying to Item 2 (Adoption of Remuneration Report) as noted in the Explanatory Memorandum below:

- if a shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines; and
- if a shareholder appoints the chair of the Meeting as proxy and does not direct the chair how to vote on an item of business, the chair will vote in accordance with his voting intention as stated in this Notice, namely in favour of each of the proposed resolutions set out in this Notice.

How to appoint a proxy

To appoint a proxy, members will need to use the personalised Proxy Form enclosed with this Notice or submit a proxy appointment electronically by following the instructions below.

To be effective for the Meeting, the completed proxy form, and the power of attorney or other authority (if any) under which the proxy form is signed (or a certified copy of that power or authority), must be received by the Company no later than 11.00am (AEDT) on 25 October 2020 in one of the following ways:

- by post to:
Bailador Technology Investments Limited
C/- Link Market Services Limited
Locked Bag A14,
Sydney South, NSW 1235;
- by facsimile to the Company's share registry on (02) 9287 0309;
- online at the Company's share registry's website www.linkmarketservices.com.au; or
- by hand delivery to:
Link Market Services Limited
1A Homebush Bay Drive, Rhodes, NSW, 2138 or
Level 12, 680 George Street, Sydney, NSW 2000

Proxies participating in the virtual Meeting will receive an email from the Company's share registry Link Market Services prior to the Meeting containing details of their proxy number which they will need to use for the online registration process. Proxies are asked to log in online 15 minutes prior to the time designated for the commencement of the Meeting, if possible, to register and obtain a voting card.

Virtual Participation

Consistent with the temporary modifications to the *Corporations Act 2002 (Cth)* introduced by the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*, the Board has determined to conduct the Meeting as a virtual meeting and that Shareholders will have the opportunity to participate in the Meeting by electronic means through an online platform. There will be no physical meeting where shareholders or proxies can attend in person.

Shareholders who wish to participate in the Meeting online may do so from their computer by logging into the online platform at <https://agmlive.link/BT120>. Instructions on how to log into the portal are provided in the User Guide appended to this Notice.

If you choose to participate in the Meeting, you will be able to view the Meeting live, lodge a direct vote in real time and ask questions online.

Shareholders participating in the Meeting using the online platform will be able to cast direct votes and ask questions 30 minutes prior to commencement of the Meeting (11:00am AEDT on Tuesday 27 October 2020) and the closure of voting as announced by the Chairman during the Meeting.

More information regarding online participation in the Meeting (including how to vote and ask questions online during the Meeting) is available in the User Guide. The User Guide is attached to this Notice of Meeting and will be lodged with the ASX and will be available on our website.



Bailador Technology Investments Limited

Level 20, 20 Bond Street, Sydney NSW 2000

A.C.N. 601 048 275

Joint holders

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or corporate representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Corporate representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements of section 250D of the Corporations Act. The representative must bring to the Meeting a properly executed "*Certificate of Appointment of Corporate Representative*" or other document confirming its authority to act as the company's representative. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

Shareholder enquiries

If you have any queries on how to cast your votes please call the Company's share registry on 1300 554 474 or +61 1300 554 474 (from outside Australia) between the hours of 8:30am and 7:30pm (AEDT).

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Meeting. Information relevant to the business to be conducted at the Meeting is provided in this Explanatory Memorandum and the document should be read in full.

ORDINARY BUSINESS

Item 1: Financial statements and reports

In accordance with the Corporations Act, the financial report, the directors' and auditor's report for the Company for the financial year ended 30 June 2020 will be put before the Meeting.

Members will have a reasonable opportunity at the Meeting to ask questions or make comments on these reports and on the business, operations and management of the Company.

There is no requirement for a formal resolution on this item.

The Company's auditor, Hall Chadwick, will be present and will be provided with a reasonable opportunity to answer written questions that have been submitted to the Company no later than Tuesday 20 October 2020 (being the fifth business day before the Meeting) in accordance with section 250PA(1) of the Corporations Act.

Item 2: Remuneration Report

Resolution 1 – Adoption of Remuneration Report

The Company's Remuneration Report for the financial year ended 30 June 2020, which is set out in pages 25-27 of the annual report, has been submitted to members for consideration and adoption.

The Remuneration Report details the remuneration policy for the Company and reports the remuneration arrangements for its 'key management personnel' (as defined in section 9 of the Corporations Act) (**KMP**) including directors. A reasonable opportunity will be provided for members to ask questions about, or make comments on, the Remuneration Report.

In accordance with section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the board or the Company.

As a result of the Corporations Act provisions generally known as the 'two strikes rule', members should note that the result of the vote on this item may affect the conduct of next year's annual general meeting.

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings (constituting 'two strikes'), members will be required to vote at the second of those annual general meetings on a resolution (a 'spill resolution') determining whether to hold a further meeting within 90 days to spill the board as required by section 250V(1) of the Corporations Act (a 'spill meeting'). If the spill resolution is approved, all of the directors (other than the managing director) must stand for re-election at the spill meeting.

Directors' Recommendation

The board recommends members vote in favour of Resolution 1.

Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of any member of its KMP or a 'closely related party' of any such member (as defined in section 9 of the Corporations Act).

However, the Company need not disregard the vote if:

- (a) it is cast by a person referred to above (who is otherwise excluded from voting on Resolution 1) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting (**Chair**) as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

If you intend to appoint a member of the KMP (such as one of the directors) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you intend to appoint the Chair as your proxy, you can direct them how to vote on Resolution 1 or you can choose not to mark any of the boxes for Resolution 1 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business). The Chair intends to vote all undirected proxies in favour of Resolution 1.

Item 3: Ratification of Shares

Resolution 2 – Ratification of Prior Issue of Shares Issued in March 2020

Background

On 13 February 2020 BTI announced its first special dividend of 2.5 cents per share fully franked and opened the Company's Dividend Reinvestment Plan (DRP). The Company also announced on that date, that the Company's DRP was being supported by a number of institutional investors by way of a shortfall placement. On 26 March the Company issued 1,571,503 shortfall placement shares (Shares) under ASX Listing Rule 7.1 pursuant to the Company's 15% capacity at a price of \$1.0552 per share.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 allows the Company's shareholders in a general meeting to approve and ratify a previous issue of securities made or agreed to be made pursuant to ASX Listing Rule 7.1. If shareholders approve the issue in accordance with ASX Listing Rule 7.4 (and provided that the previous issue did not breach Listing Rule 7.1) those securities issued in the previous issue will be treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The issue of the Shares does not fit within any of the sated exceptions to ASX Listing Rule 7.1 and, as it occurred without the approval of the Shareholders, it uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

With Resolution 2, the Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the prior issue and allotment of the Shares issued under the Company's ASX Listing Rule 7.1 capacity to restore the Company's capacity to issue up to 15% of its ordinary issued capital under ASX Listing Rule 7.1 without seeking further Shareholder approval.

If Resolution 2 is passed, the issue of the Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following the issue date of the Shares.

If Resolution 2 is not passed, the Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following the issue date of the Shares.

Technical Information Required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- 1,571,503 DRP shortfall placement shares (Shares) were issued pursuant to Listing Rule 7.1
- The Shares were issued at an issue prices of \$1.0552 to raise \$1,658,250 (before costs);
- The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares;
- The Shares were issued to various institutional investors, note of whom are related parties of the Company (refer to the Company's announcements on 13 February and 26 March 2020);
- The funds raised from this issue have been, or will be, used to fund the on-going working capital and investment operations of the Company.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11 the Company will disregard any votes cast in favour on Resolution 2 by or on behalf of any person who participated in the shortfall placement or any of their associates.

However, the Company need not disregard a vote cast on Resolution 2 if:

- it is cast by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- It is cast by 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

- It is cast by 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 Resolution 2; and
 - The holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

If you intend to appoint a member who participated in the shortfall placement shares as your proxy, please ensure that you direct them how to vote on Resolution 2.

The Chair (who did not participate in the shortfall placement) intends to vote all undirected proxies in favour of Resolution 2.

Item 4: Election of directors

Clause 19.3 of the Company's constitution and ASX Listing Rule 14.5 requires an election of directors to take place each year. The directors to retire under clause 19.3 of the Company's constitution are those who have been in office the longest since being appointed (and if more than one, those directors by agreement or ballot between themselves).

The Board has determined that David Kirk will retire from office under clause 19.3 of the constitution and stand for re-election.

Resolution 3 – Re-election of David Kirk as director

Resolution 3 relates to the re-election of David Kirk as a director of the Company. Mr Kirk was appointed to the Company's board on 4 August 2014.

David Kirk

- | | |
|---------------------------|---|
| <i>Executive Director</i> | <ul style="list-style-type: none">- <i>David has been Chief Executive of two ASX-listed companies, including diversified media company, Fairfax Media Limited, where he led a number of successful internet sector investments. David is currently Chairman of ASX-listed company Kathmandu Holdings Limited and is Chairman of Forsyth Barr Limited, a privately owned investment firm and the Sydney Festival. David holds several BTI portfolio directorships as Chairman of Rezdy and SMI and a director each of InstaClustr, DocsCorp and Viostream.</i>- <i>David is a Rhodes Scholar with degrees in Medicine from Otago University and Philosophy, Politics and Economics from Oxford University. David enjoyed a highly successful rugby career, captaining the All Blacks to win the World Cup in 1987. He was awarded an MBE in 1987.</i> |
|---------------------------|---|
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The Chair intends to vote all undirected proxies in favour of the resolution.

Directors' Recommendation

The board (with Mr Kirk abstaining) recommends members vote in favour of this resolution.

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

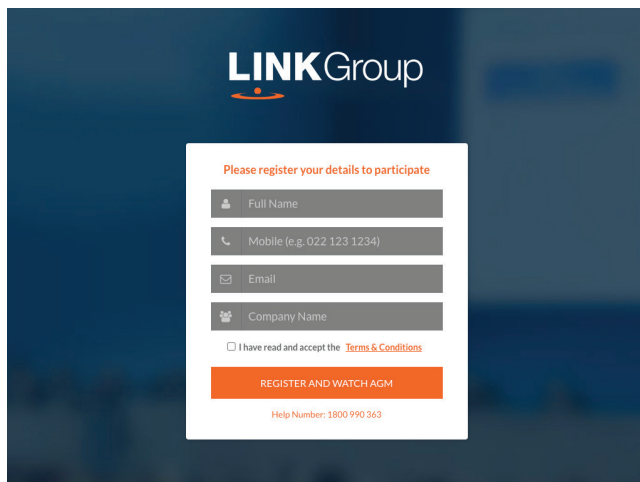
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

The screenshot shows the LINK Group registration page. At the top is the LINK Group logo. Below it is a white registration box with the heading "Please register your details to participate". Inside the box are four input fields: "Full Name", "Mobile (e.g. 022 123 1234)", "Email", and "Company Name". Below these fields is a checkbox labeled "I have read and accept the Terms & Conditions". At the bottom of the box is an orange button labeled "REGISTER AND WATCH AGM". Below the button is the text "Help Number: 1800 990 363".

Step 1

Open your web browser and go to <https://agmlive.link/BTI20> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

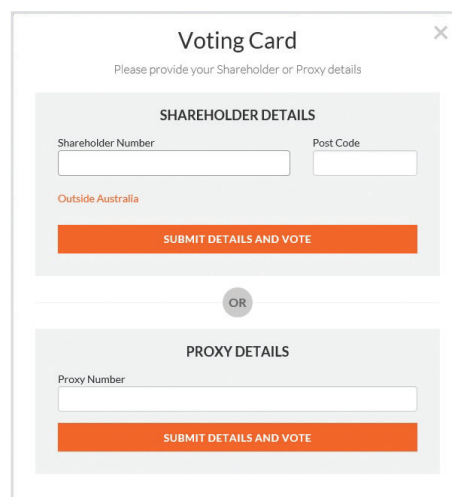
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

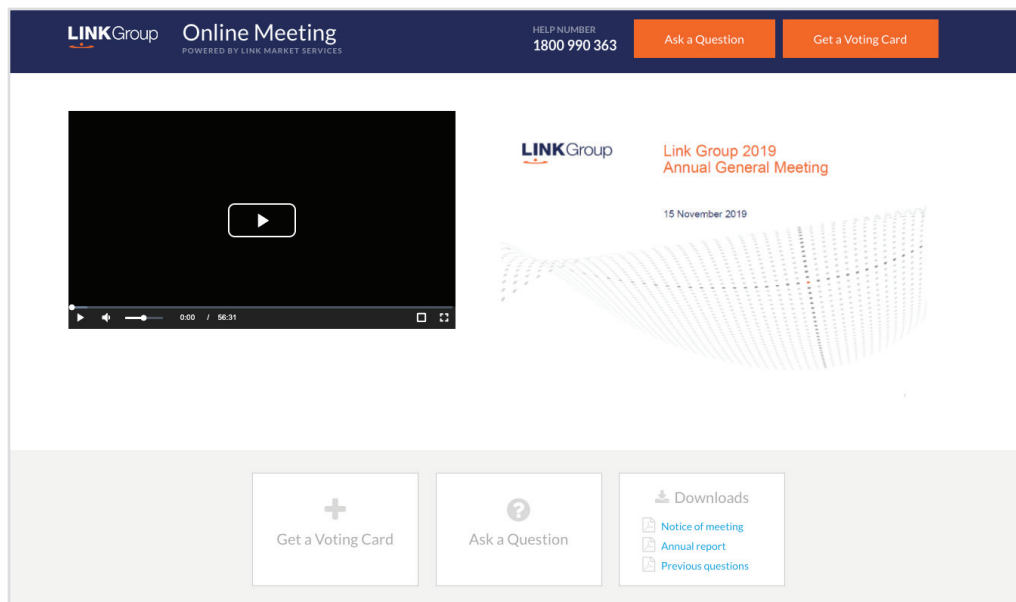
The screenshot shows a "Voting Card" registration modal. At the top is the title "Voting Card" and a subtitle "Please provide your Shareholder or Proxy details". Below this is a section titled "SHAREHOLDER DETAILS" with two input fields: "Shareholder Number" and "Post Code". Below these fields is a link "Outside Australia". At the bottom of this section is an orange button labeled "SUBMIT DETAILS AND VOTE". Below this section is a circular button labeled "OR". Below that is a section titled "PROXY DETAILS" with one input field: "Proxy Number". At the bottom of this section is an orange button labeled "SUBMIT DETAILS AND VOTE".

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



ABC COMPANY PTY LTD
X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote
Partial Vote

Resolution 2B
For
Against
Abstain

RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C
For
Against
Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3
For
Against
Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4
For
Against
Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

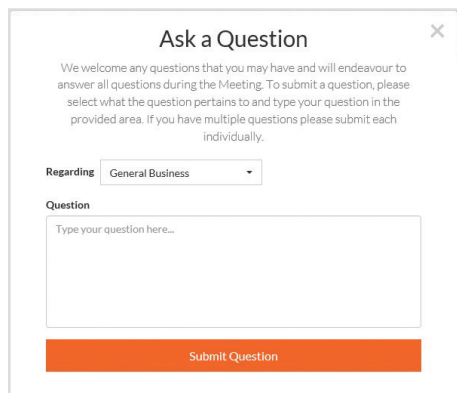
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' pop-up box contains the following elements:

- Title:** Ask a Question
- Introductory text:** We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.
- Regarding:** A dropdown menu with 'General Business' selected.
- Question:** A text input field with the placeholder 'Type your question here...'
- Submit Question:** An orange button at the bottom.

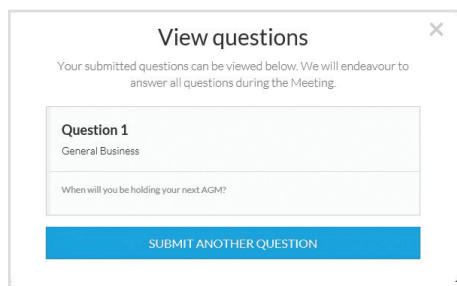
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View questions' pop-up box contains the following elements:

- Title:** View questions
- Introductory text:** Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.
- Question 1:** A box showing 'General Business' and the question 'When will you be holding your next AGM?'.
- SUBMIT ANOTHER QUESTION:** A blue button at the bottom.

3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Bailador Technology Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Bailador Technology Investments Limited (**Company**) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Tuesday, 27 October 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/BTI20>

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Prior Issue of Shares Issued in March 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of David Kirk as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. If you leave this section blank, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Sunday, 25 October 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Bailador Technology Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

LODGE YOUR QUESTION



ONLINE

www.linkmarketservices.com.au



BY MAIL

Bailador Technology Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

Please use this form to submit any questions about Bailador Technology Investments Limited ("the Company") that you would like us to respond to at the Company's 2020 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm (AEDT) on Tuesday, 20 October 2020**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

QUESTIONS