



CLIME INVESTMENT MANAGEMENT LIMITED

20 December 2023

By Electronic Lodgement

The Manager
Company Announcements Office
ASX Ltd
20 Bridge Street
SYDNEY NSW 2000

SECTION 249D NOTICE OF MEETING

Further to Clime Investment Management Limited (ACN 062 185 899) (**Company**) recent announcement that it had received a meeting requisition notice under section 249D of the Corporations Act, the Company now calls a meeting of shareholders to consider the requisitioned resolutions concerning the composition of the Board.

The meeting will be held at 4.00pm (Sydney time) on Friday, 2 February 2024 at Level 12, 20 Hunter Street, Sydney NSW 2000.

Attached to this announcement is the notice of meeting and explanatory statement.

Shareholders should read these documents in full before deciding how to vote.

Your Directors unanimously recommend that Shareholders vote AGAINST all Resolutions.

Your vote is important. Shareholders who cannot attend the meeting in person, can vote by completing the proxy form enclosed with the Notice of Meeting.

This announcement has been authorised for release by the Chairman of the Board.

If you have questions on this announcement please contact

John Abernethy
Chairman, Clime Investment Management Limited
Phone : 1300 788 568
Email : info@clime.com.au



Clime Investment Management Limited
ABN 37 067 185 899

NOTICE OF EXTRAORDINARY GENERAL MEETING
EXPLANATORY STATEMENT AND PROXY FORM

Meeting venue

Level 12, 20 Hunter Street, Sydney NSW 2000

Date of Meeting

Friday 2 February 2024

Time of Meeting

4:00pm (Sydney time)

The Board recommends that all Shareholders vote, and will be voting all the Shares they control:

AGAINST all Resolutions

This is an important document that requires your immediate attention.

You should read this document in its entirety before deciding whether or not to vote for or against any resolution at the Meeting. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

If you have questions about the Meeting or the resolutions to be voted on, please contact the Company on 1300 788 568.

Clime Investment Management Limited

Level 12, 20 Hunter Street, Sydney NSW 2000 Australia | PO Box H90, Australia Square, NSW 1215

ABN 37 067 185 899 P 1300 788 568 W www.clime.com.au



20 December 2023

Dear Fellow Shareholders of Clime,

On behalf of the Board of Directors, I write to address the notice issued under Section 249D of the Corporations Act on 13 December 2023 whereby a general meeting of Shareholders of Clime has been requisitioned for the purpose of considering resolutions concerning the composition of the Board (**s249 notice**).

The significance of such a notice and the importance of addressing legitimate Shareholder concerns, in both a transparent and earnest way, is what guides your Board.

Therefore, at the outset we wish to reiterate your Board's unwavering commitment to upholding the rights and interests of our Shareholders. Our history of vocal advocacy and proactive engagement in Shareholder matters, including leading two class actions, stands as a testament to this commitment.

Importantly, and because the s249D notice proposed resolutions to spill the majority of the Board (four out of five Directors), in my capacity as a Shareholder, I requested the Company move a further resolution so that Shareholders would have the opportunity to consider the composition of the full Board at the same meeting. The Board unanimously agreed to make the meeting a full board spill (five directors).

The proposed replacement of four directors by way of a s249D notice, two weeks before Christmas, was made by Torres Industries Pty Limited (**Requisitioner**). This company is associated with Mr Donald McLay, a former Chairman of Clime. Mr McLay resigned as Chairman of Clime in September 2020.

Regarding the resolutions to be considered at the meeting, your Board states the following:

Stability and Experience of Current Board

The Requisitioner seeks the replacement of key directors, including myself as Chairman, and despite her recent overwhelming re-election at the AGM held on 24th October 2023, Ms Susan Wynne¹.

The current Clime Board went through a stringent recruitment process which ensured there was diversity and extensive breadth and depth of experience to support Clime. The Requisitioner has not, at the date of this Notice of Meeting, provided any biographical information regarding the three nominee directors. Concerningly, public information suggests that the nominee directors lack substantial experience in the financial advice and asset management industries, both as executives and directors. They do not appear to offer any specialised skills absent from your current Board.

Moreover, and most importantly, their unfamiliarity with our business context and lack of engagement raises material concerns about their ability to contribute effectively to our ongoing strategies and operations.

¹ Less than half of one percent of votes (0.35%) were cast against her re-election at Clime's recent AGM.



No Engagement and No Strategy

Prior to issuing the s249 notice, Torres Industries, the Requisitioner, did not seek to engage with the Board or Clime. The Requisitioner did not attend the recent Annual General Meeting. There has been no presentation of an alternative business strategy or efforts to gain an understanding of, and discuss, the current challenges and initiatives being pursued by Clime.

At the date of the Notice of Meeting, the Requisitioner has provided no members statement to support and explain the reasons for its s249D notice.

Our role as a Board is to safeguard and enhance Shareholder value, a commitment we take seriously, especially in the current business climate. Replacing the governance structure without a clear, validated strategy could lead to significant disruption, delay ongoing projects, and potentially cause high staff turnover during a crucial phase for Clime.

Invitation for Dialogue

While we respect the right of Shareholders to propose changes, we cannot see how the proposed extensive alterations could benefit the Company or support Shareholder value. In any case we extend an invitation to the Requisitioner to meet with the Board and the Chairman to discuss their vision and strategy. This approach ensures that any changes made are in the best interest of all Shareholders and contribute positively to Clime's future.

Directors will vote shares under their control **AGAINST** all Resolutions

Two of the directors are major Shareholders of Clime. All directors will vote shares under their control **AGAINST** all Resolutions. As Chairman, I intend to vote all undirected proxy votes **AGAINST** the Resolutions. All the directors recommend that Shareholders vote **AGAINST** the Resolutions.

We urge Shareholders to carefully consider of the implications of the changes proposed by the Requisitioner on Clime's stability, ongoing projects, and future growth. Our priority remains the continued prosperity of Clime and the enhancement of Shareholder value. We are open to constructive dialogue and are committed to ensuring that any changes made serve the best interests of all our Shareholders.

WE RECOMMEND THAT YOU VOTE AGAINST ALL THE RESOLUTIONS

Thank you for your continued trust and support.

Sincerely,

J Abernethy

Chairman

On behalf of all Directors of Clime Investment Management Limited



Clime Investment Management Limited
(ABN 37 067 185 899)

NOTICE OF GENERAL MEETING

Clime Investment Management Ltd ACN 067 185 899 (**Clime** or the **Company**) gives notice that a General Meeting of Shareholders will be held at:

DATE: Friday 2 February 2024

TIME: 4:00pm (Sydney time)

LOCATION: Level 12, 20 Hunter Street, Sydney NSW 2000.

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Proxy Forms also form part of this Notice of Meeting.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete the Proxy Form are set out in the Proxy Form and summarised in this Notice of Meeting.

For Shareholders attending the Meeting in person, registration will open at 1.30 pm (Sydney time) on Friday 2 February 2024 (30 minutes before the Meeting).

Proxy Forms must be received by no later than 4:00pm (Sydney time) on Wednesday 31 January 2024.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary of the Explanatory Memorandum.

Shareholders should read the Explanatory Memorandum before deciding how to vote.

ITEMS OF BUSINESS

The business to be considered at the Meeting is set out below.

Your Directors recommend that you vote **AGAINST ALL** of the Resolutions.

Resolution 1 – Removal of Director – Mr John Bruce Abernethy

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

“That Mr John Bruce Abernethy be removed as a Director of the Company with effect from the end of the meeting.”

The Board recommends that Shareholders vote **AGAINST** Resolution 1.

The Chairman intends to vote all undirected proxies **against** this resolution.



Resolution 2 – Removal of Director – Dr Michael Gabor Kollo

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

“That Dr Michael Gabor Kollo be removed as a Director of the Company with effect from the end of the meeting.”

The Board recommends that Shareholders vote **AGAINST** Resolution 2.

The Chairman intends to vote all undirected proxies **against** this resolution.

Resolution 3 – Removal of Director – Ms Susan Wynne

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

“That Ms Susan Wynne be removed as a Director of the Company with effect from the end of the meeting.”

The Board recommends that Shareholders vote **AGAINST** Resolution 3.

The Chairman intends to vote all undirected proxies **against** this resolution.

Resolution 4 – Removal of Director – Ms Claire Bibby

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

“That Ms Claire Bibby be removed as a Director of the Company with effect from the end of the meeting.”

The Board recommends that Shareholders vote **AGAINST** Resolution 4.

The Chairman intends to vote all undirected proxies **against** this resolution.

Resolution 5 – Removal of Director – Mr Ronni David Chalmers

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

“That Mr Ronni David Chalmers be removed as a Director of the Company with effect from the end of the meeting.”

The Board recommends that Shareholders vote **AGAINST** Resolution 5.

The Chairman intends to vote all undirected proxies **against** this resolution.



Resolution 6 - Election of Mr Peter Aristide George Pynes as a Director

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

"That Mr Peter Aristide George Pynes, having consented to act, be elected as a Director."

The Board recommends that Shareholders vote **AGAINST** Resolution 6.

The Chairman intends to vote all undirected proxies **against** this resolution.

Resolution 7 – Election of Mr Benjamin John Small as a Director

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

"That Mr Benjamin John Small, having consented to act, be elected as a Director."

The Board recommends that Shareholders vote **AGAINST** Resolution 7.

The Chairman intends to vote all undirected proxies **against** this resolution.

Resolution 8 – Election of Mr Simon Eric Tan as a Director

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

"That Mr Simon Eric Tan, having consented to act, be elected as a Director."

The Board recommends that Shareholders vote **AGAINST** Resolution 8.

The Chairman intends to vote all undirected proxies **against** this resolution.

OTHER INFORMATION

Voting on each Resolution considered at the Meeting will be by way of a poll.

Shareholders and proxy holders who attend the Meeting in person will be able to vote while the Meeting is in progress. Shareholders who are not able to attend the Meeting in person, are encouraged to vote via proxy prior to the Meeting in accordance with the instructions provided on the Proxy Form, further details of which are set out below.

Voting by proxy

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this Meeting. Broadly:

- a) if proxy holders vote, they must cast all directed proxies as directed; and
- b) any directed proxies which are not voted will automatically default to the Chairman, who must vote the proxies as directed.



Clime Investment Management Limited

You should seek professional advice if you need any further information on this issue.

In accordance with section 249L of the Corporations Act, Shareholders are advised of the following:

- a) a Shareholder entitled to attend and vote at the Meeting has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a representative of a body corporate;
- b) a Shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes; and
- c) if an appointed proxy is not also the Chairman, the proxy need not vote on a poll, however if the proxy does vote on a poll the proxy must vote as directed by the Shareholder. Where a poll is conducted and the proxy holder does not vote, the proxy appointment defaults to the Chairman to vote as directed. If the appointed proxy is the Chairman, the proxy must vote on a poll in the manner directed by the Shareholder.

Proxies must be:

- (a) lodged online; or
- (b) delivered to the Company's share registry, Boardroom Pty Limited, (by hand, post or facsimile as specified below),

no later than **4:00pm (Sydney time) on Wednesday 31 January 2024.**

Online	https://www.votingonline.com.au/ciwegm2024
Hand deliveries	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia
Postal deliveries	Boardroom Pty Limited GPO Box 3993, Sydney, NSW 2001
Fax number for lodgement	(02) 9290 9655

Proxy Form

A Proxy Form has been enclosed with this Notice of Meeting. Please read all instructions carefully prior to completing the Proxy Form.



Voting by Attorney

A Shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company no later than 4:00pm (Sydney time) on Wednesday 31 January 2024.

Corporate Representatives

A body corporate that is a Shareholder, or that 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. Written notice of the appointment, including any authority under which it is signed, must be provided to the Company no later than 4:00pm (Sydney time) on Wednesday 31 January 2024, unless it has previously been given to the Company.

Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Company has determined that for the purposes of the Meeting all Shares will be taken to be held by the persons who held them as registered Shareholders at 7:00pm (Sydney time) on Wednesday 31 January 2024. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Scrutineer

The Company's registrar, Boardroom Pty Limited will act as scrutineer for the poll conducted at the Meeting.

ACCESSING NOTICE OF EXTRAORDINARY GENERAL MEETING MATERIALS

In accordance with the *Corporations Act 2001 (Cth)* (**Corporations Act**), this Notice of Meeting is available on the Australian Securities Exchange Market Announcements platform and on the Company's website at <https://clime.com.au/about/clime-investment-management-limited/>.

Authorised by the Board

Andrew Metcalfe

Company Secretary

20 December 2024



Clime Investment Management Limited

Clime Investment Management Limited (ABN 37 067 185 899)

EXPLANATORY MEMORANDUM

This Explanatory Memorandum accompanies the Notice of Meeting of the Company to be held at 4:00pm (Sydney time) on Friday 2 February 2024.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in the Notice of Meeting and should be read in conjunction with the Notice of Meeting.

BACKGROUND AND REASONS FOR HOLDING THIS MEETING

On 13 December 2023, the Company received from Torres Industries Pty Limited (ACN 067 185 173) (**Requisitioner**), a Shareholder who holds approximately 10.23% of the Company's capital, a notice under section 249D of the Corporations Act requesting the Company call a general meeting at which 7 resolutions concerning the composition of the Board would be considered (**s249D notice**).

The s249D notice, in addition to proposing resolutions to appoint three new directors (Mr Peter Pynes, Mr Benjamin Small and Mr Simon Tan), proposed resolutions to remove four of the five current Directors. Mr Ronni Chalmers was the only Director excluded from the s249D notice.

So that Shareholders have the opportunity to consider the composition of the full Board at the Meeting, on 14 December 2023 entities associated with the Chairman, Mr John Abernethy, issued a notice under sections 203D and 249N of the Corporations Act, requesting the Company move a resolution to remove Mr Ronni Chalmers. The Board unanimously supported this resolution being considered at the same time as the Requisitioner's resolutions.

On receipt of the s249D notice, the Company became obligated to call a general meeting within 21 days.

Prior to requiring the Company incur the expense of the Meeting, the Requisitioner had no engagement with the Company; it did not attend the Company's recent Annual General Meeting. As at the date of this Notice of Meeting, the Requisitioner has not provided a statement in support the resolutions it has proposed, nor has it explained the reasons for sending the s249D notice.

The changes proposed by the Requisitioner are significant.

We urge Shareholders to carefully consider of the implications of the changes proposed by the Requisitioner on Clime's stability, ongoing projects, and future growth. Our priority remains the continued prosperity of Clime and the enhancement of Shareholder value.

The Board DOES NOT SUPPORT any of the Resolutions. The Directors recommend Shareholders vote **AGAINST** all of the Resolutions. Each Director intends to vote all Shares that they own or control **AGAINST** each Resolution.



INFORMATION REGARDING RESOLUTIONS 1 TO 5 (INCLUSIVE)

Resolutions 1 to 5 relate to the removal of your current Directors.

At the date the Notice of Meeting, the Requisitioner has not provided a members statement to support the removal of Directors from the Board.

Clime followed a stringent recruitment process to ensure Board diversity and extensive breadth and depth of Director experience required to support Clime.

The FY23 Annual Report details the experience and expertise that each Director currently brings to the Board. The FY23 Annual Report is available at Australian Securities Exchange Market Announcements platform and on the Company's website at <https://clime.com.au/about/clime-investment-management-limited/>.

Ms Susan Wynne (the subject of Resolution 3) and Mr Ronni Chalmers (the subject of Resolution 5) were recently re-elected by a resounding majority Shareholders at Clime's Annual General Meeting on 24 November 2023 (less than 3% of votes, in aggregate, were cast against their combined re-elections).

Further information as to why the Board recommends that Shareholders vote **AGAINST**, and will be voting any Shares they control **against**, the removal of the current Board is set out in the Chairman's letter included in the Notice of Meeting.

INFORMATION REGARDING RESOLUTION 6 TO 8 (INCLUSIVE)

Resolutions 6 to 8 relate to the election of the Requisitioner's nominee directors, namely:

- Resolution 6 proposes the election of Mr Peter Pynes;
- Resolution 7 proposes the election of Mr Benjamin Small; and
- Resolution 8 proposes the election of Mr Simon Eric Tan.

At the date the Notice of Meeting, the Requisitioner has not provided any biographical information concerning the nominee directors, nor has the Requisitioner provided any statement to support their election.

Public information suggests that the nominee directors lack substantial experience in the financial advice and asset management industries.

Further, the Board is not aware of any specialised skills absent from the current Board that the nominee directors may be able to bring to Clime.

Lastly, as noted above, the nominee directors have not approached the Board or sought to gain any understanding of Clime's current business operations. This raises material concerns regarding their ability to contribute effectively to Clime's ongoing strategies and operations.

The Directors recommend that Shareholders vote, and will vote any Shares they control, **AGAINST** Resolutions 6 to 8 inclusive. The Chairman will vote all undirected proxies in **AGAINST** Resolutions 6 to 8.

Further information regarding the Board's recommendation is set out in the Chairman's letter.



GLOSSARY

In this Explanatory Memorandum and the Notice of Meeting:

\$ means Australian Dollars.

Sydney time means Australian Eastern Daylight Time.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

ASX Listing Rules means the listing rules of the ASX.

Board means the board of Directors of the Company.

Chairman means the chairman of Clime and the Meeting.

Clime or **Company** means Clime Investment Management Ltd (ACN 067 185 899).

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice of Meeting.

General Meeting or **Meeting** means the general meeting of the Company the subject of the Notice of Meeting.

Notice of Meeting means this notice of Meeting dated 20 December 2024 and accompanying Explanatory Memorandum.

Proxy Form means the proxy form accompanying this Notice and Explanatory Memorandum.

Requisitioner means Torres Industries Pty Ltd, a company is associated with Mr Donald McLay, a former Chairman of Clime.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of a fully paid ordinary share in the Company.

s249D notice means the notice issued by the Requisitioner under section 249D of the Corporations Act on 13 December 2023.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 4:00pm (Sydney time) on Wednesday, 31 January 2024.**

🖥 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/ciwegm2024>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **4:00pm (Sydney time) on Wednesday, 31 January 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/ciwegm2024>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
This is your address as it appears on the company's share register.
If this is incorrect, please mark the box with an "X" and make the
correction in the space to the left. Securityholders sponsored by a
broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities
using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Clime Investment Management Limited and entitled to attend and vote hereby appoint:
the Chair of the Meeting (mark box)
OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are
appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of
the Company to be held at Level 12, 20 Hunter Street, Sydney NSW 2000 on Friday, 2 February 2024 at 4:00pm (Sydney Time) and at any adjournment of that meeting, to
act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies AGAINST ALL the items of business.

STEP 2 VOTING DIRECTIONS
* 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 vote will not
be counted in calculating the required majority if a poll is called.

Table with 3 columns: Resolution, For, Against, Abstain*. Rows include resolutions for removal of directors and election of new directors.

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1
Securityholder 2
Securityholder 3
Sole Director and Sole Company Secretary
Director
Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2024