



clime

Clime Investment Management Limited
ABN 37 067 185 899

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

AND

PROXY FORM

Date of Meeting

Thursday, 17 November 2022

Time of Meeting

1:00 pm (Sydney time)

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



**Clime Investment Management Limited
(ABN 37 067 185 899)**

Notice of Annual General Meeting

Clime Investment Management Ltd ACN 067 185 899 (**Clime** or the **Company**) gives notice that its 2022 Annual General Meeting (**AGM**) of Shareholders will be held at:

DATE: Thursday, 17th November 2022

TIME: 1:00pm (Sydney time)

LOCATION: This meeting will be conducted as a hybrid AGM to be held at Level 12, 20 Hunter Street, Sydney NSW 2000 and also accessible online.

IMPORTANT INFORMATION

Shareholders will be able to participate in the Meeting by:

- 1 voting prior to the Meeting by lodging the Proxy Form attached to the Notice of Meeting by no later than 1.00pm (Sydney time) on Tuesday, 15 November 2022
- 2 submitting questions in advance of the Meeting by emailing the questions to Company Secretary by no later than 5.00pm (Sydney time) on Friday 11 November 2022 at investorrelationsciw@clime.com.au;
- 3 attending the meeting in person, or by going to <https://web.lumiagm.com/311791060> and entering your details when prompted; and
- 4 asking questions during the Meeting (details of which will be provided to Shareholders in a separate correspondence).

ACCESSING NOTICE OF ANNUAL GENERAL MEETING MATERIALS

In accordance with recent amendments made to the *Corporations Act 2001* (Cth) (**Corporations Act**) through the passing of the *Treasury Laws Amendment (2021 Measures No. 1) Bill 2021* that commenced on 14 August 2021, the Notice of Meeting is also 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/>

This Notice of Annual General Meeting and Explanatory Memorandum contains an explanation of, and important information about, the matters to be considered at the AGM. It is given to the Shareholders to help them determine how to vote on the Resolutions.

Shareholders should read this Notice of Annual General Meeting and Explanatory Memorandum in full before deciding if and how to vote on the Resolutions. If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.



ONLINE VOTING PROCEDURES DURING THE AGM:

Shareholders who wish to participate in the AGM online may do so:

- a. From their computer, by entering the URL into their browser:
<https://web.lumiagm.com/311791060>
- b. From their mobile device by either entering the URL in their browser:
<https://web.lumiagm.com/311791060> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the AGM online or through the app, you can log in to the meeting by entering:

1. Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or Notice of Meeting email.
2. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
3. If you have been nominated as a third-party proxy, please contact Boardroom on 1300 737 760.

Investor related questions are welcomed prior to the AGM. Questions can be directed to the Company Secretary via email: investorrelationsciw@clime.com.au or sent to Clime Investment Management Limited, C/- Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001, by no later than 5:00pm (Sydney time) on Friday, 11 November 2022.

ATTEND AND ACCESS THE ANNUAL GENERAL MEETING

Shareholders and proxy holders will be able to participate in the AGM in person and online:

- (a) Attending the meeting in person at Level 12, 20 Hunter Street, Sydney NSW 2000
- (b) From their computer, by entering the URL into their browser:
<https://web.lumiagm.com/311791060>
- (c) From their mobile device by either entering the URL in their browser:
<https://web.lumiagm.com/311791060>

If you choose to participate in the AGM online, you can log in to the meeting by entering:

- (a) Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or Notice of Meeting email.
- (b) Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
- (c) If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760.

Shareholders and proxyholders attending online will be able to view the AGM live, ask questions, and cast direct votes at the appropriate times whilst the AGM is in progress.

Online registration will open at 12.30 pm (Sydney time) on Thursday, 17 November 2022 (30 minutes before the AGM).

The meeting ID is **311-791-060**.



HOW CAN SHAREHOLDERS ASK QUESTIONS AT THE ANNUAL GENERAL MEETING?

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

- (a) ask questions about or make comments on the management or performance of the Company, and on its 2022 Remuneration Report; and
- (b) ask the Company's 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.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. The Company will attempt to address the more frequently asked questions in the Chairman's address to the AGM.

Written questions must be received by the Company or Boardroom Pty Limited by 5.00pm (Sydney time) on Friday, 11 November 2022, and can be submitted by email or mail as outlined above.

SUBMITTING VOTES PRIOR TO THE AGM

If Shareholders or proxy holders do not wish to vote online during the AGM, they may submit their votes by proxy before the AGM at <https://www.votingonline.com.au/ciwagm2022> (see below for further information).

The deadline for submitting votes by this method and for appointing proxies for the AGM is 1:00 pm (Sydney time) on Tuesday, 15 November 2022.

If a Shareholder has voted prior to the AGM, but wishes to view the live webcast, they can visit <https://web.lumiagm.com/311791060>, as described earlier.

BUSINESS TO BE CONSIDERED AT THE ANNUAL GENERAL MEETING

The business to be considered at the AGM is set out below. The Explanatory Memorandum and Proxy Form which accompany and form part of this Notice describe in more detail the matters to be considered at the AGM. Please consider this Notice, the Explanatory Memorandum and the Proxy Form in their entirety.

Business

A. Consideration of Financial Statements and Reports

To receive and consider the Financial Report, the Director's Report and the Auditor's Report of the Company (and its controlled entities) as set out in the Company's 2022 Annual Report for the year ended 30 June 2022.

Note: There is no requirement for Shareholders to approve these reports or vote on this item of business.



B. Items for Shareholder approval

Resolution 1: Adoption of the Remuneration Report

To consider, and if thought fit, to pass the following Resolution as a non-binding advisory **ordinary Resolution**:

“That the Remuneration Report of the Company for the year ended 30 June 2022 be adopted in accordance with Section 250R(2) of the Corporations Act 2001 (Cth).”

Note: In accordance with section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policies.

Notwithstanding that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of this Resolution.

Voting exclusion statement for Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of:

- a. a member of the Company's KMP, the details of whose remuneration are included in the Company's Remuneration Report for the year ended 30 June 2022; or
- b. a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy form specifies the way the proxy is to vote; or
- b. the vote is cast by the Chairman of the AGM and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote; and
 - (ii) expressly authorises the Chairman of the AGM to exercise the proxy even if the item is connected directly or indirectly with the remuneration of a member of the KMP.

It is noted that, in accordance with section 250BD(2) of the Corporations Act, a vote must not be cast on Resolution 1 as a proxy by a member of the KMP at the date of the AGM, or a Closely Related Party of such a member, unless it is cast as proxy for a person where the proxy form specifies the way the proxy is to vote on Resolution 1. This restriction on voting undirected proxies does not apply to the Chairman of the AGM where the proxy form expressly authorises the Chairman of the AGM to exercise undirected proxies even if the item is connected, directly or indirectly, with the remuneration of the KMP. The Chairman of the AGM intends to exercise undirected proxies in favour of Resolution 1.



Resolution 2: Re-election of Mr. John Abernethy as Director

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

*“That **Mr. John Abernethy**, who was appointed since the last general meeting and who retires from the office of Director in accordance with rule 6.7 of the Company’s Constitution and ASX Listing Rule 14.4 and 14.5, being eligible for re-election, be re-elected as a Director of the Company.”*

The Board (excluding John Abernethy, who abstains from making a recommendation due to his personal interest in this Resolution) recommends that Shareholders vote in **favour** of this Resolution 2.

Resolution 3: Approval of Clime Investment Management Limited Employee Incentive Scheme

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

“That for the purposes of Listing Rule 7.2, Exception 13, as an exception to Listing Rule 7.1 and for all other purposes, Shareholders approve the Employee Incentive Scheme known as the ‘Clime Investment Management Limited Employee Incentive Scheme.’”

Voting exclusion statement for Resolution 3

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the person who is eligible to participate in the Equity Incentive Plan; or any associates of those persons.

However, the Company need not disregard a vote cast in favour of the Resolution by:

- (a) 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 this Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



Resolution 4: Approval of additional placement capacity under ASX Listing Rule 7.1A

To consider, and if thought fit, to pass the following resolution as a **special Resolution**:

“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Shares of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement for Resolution 4

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the issue of Shares under ASX Listing Rule 7.1A (except a benefit solely by reason of being a Shareholder) or an Associate of that person(s).

However, the Company will not disregard a vote cast in favour of Resolution 4 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- (b) the Chairman of the AGM as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chairman to vote on Resolution 4 as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 4; and
 - (ii) the holder votes on Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Board recommends that Shareholders vote in **favour** of Resolution 4.

Resolution 5: Amendment to Constitution (Special Resolution)

To consider, and if thought fit, to pass the following resolution as a **special Resolution**:

“That, pursuant to section 136(2) of the Corporations Act, the existing Constitution of the Company be amended in the manner as set out in the amended Constitution tabled at the meeting and signed by the Chair for identification with effect from the close of the meeting.”

The Board recommends that Shareholders vote in **favour** of Resolution 5.



Other business

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders at the Meeting to ask questions about, or to make comment on, the reports, business, operations and management of the Company. Shareholders will have a reasonable opportunity to ask the Auditor, or their representative, questions relevant to the Company audit and preparation and content of the Auditor's Report.

Other information

The Explanatory Memorandum accompanies and forms part of this Notice. All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Annual General Meeting should consult their financial or legal adviser for assistance.

All resolutions to be considered at the Annual General Meeting will be conducted on a poll

As Shareholders are asked to participate virtually in the AGM, each Resolution considered at the AGM will be conducted by a poll. Shareholders and proxy holders' votes may be given by online voting poll while the AGM is in progress (as described above) or Shareholders may vote by proxy prior to the AGM in accordance with the instructions provided on the Proxy Form, further details of which are set out below. The Board considers voting by poll to be in the interests of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the AGM.

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 AGM. 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 of the AGM, who must vote the proxies as directed.

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 AGM 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 of the AGM, 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 of the AGM to vote as directed. If the appointed proxy is the Chairman of the AGM, 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 1.00 pm (Sydney time) on Tuesday, 15 November 2022.

Online <https://www.votingonline.com.au/ciwagm2022>

Hand deliveries

Until 28 October 2022
Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000 Australia

From 31 October 2022
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

Proxies participating in the virtual AGM will need to contact Boardroom up to 24 hours prior to the AGM on 1300 737 760 to obtain their login details and password. Proxies are asked to log in online 15 minutes prior to the time designated for the commencement of the AGM.

Proxy Form

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



Undirected Proxies

The Chairman of the AGM intends to vote undirected proxies (where he has been appropriately authorised) in favour of the Resolutions to be considered at the AGM, to the extent permitted by law. If a Shareholder appoints the Chairman of the AGM as their proxy, expressly or by default, and they do not direct the Chairman how to vote on a Resolution, by completing and returning the Proxy Form they will be expressly authorising the Chairman of the Meeting to exercise the proxy and vote as the Chairman sees fit on a Resolution, even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Any undirected proxy given to a Director (other than the Chairman), any “Associate” of a Director, or other member of the KMP or their Closely Related Parties for Resolutions connected directly or indirectly with the remuneration of KMP will not be cast, unless Shareholders specify how the proxy should vote on the Shareholder 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 AGM, the instrument effecting the appointment (or a certified copy of it) must be received by the Company no later than 1:00 pm (Sydney time) on Tuesday, 15 November 2022.

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 AGM. 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 1:00 pm (Sydney time) on Tuesday, 15 November 2022, 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 AGM all Shares will be taken to be held by the persons who held them as registered Shareholders at 7:00 pm (Sydney time) on Tuesday, 15 November 2022. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote (by virtual means) at the AGM.



Scrutineer

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

If you choose to participate in the AGM, you will be able to attend the AGM in person or view the AGM live, lodge a direct vote in real time and ask questions online. Shareholders participating in the AGM using the online platform will be able to cast votes and ask questions prior to commencement of the AGM (1.00 pm Sydney time on Thursday, 17 November 2022) and the closure of voting as announced by the Chairman during the AGM.

Andrew Metcalfe

Company Secretary (Joint)

17 October 2022



**Clime Investment Management Limited
(ABN 37 067 185 899)**

Explanatory Memorandum

This Explanatory Memorandum accompanies the Notice of virtual Annual General Meeting of the Company to be held at 1:00 pm (Sydney time) on Thursday, 17 November 2022.

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

A. Consideration of Financial Statements and Reports

The Company's 2022 Annual Report, which includes the Financial Report and the Report of the Directors and of the Company's Auditor for the year ended 30 June 2022, is available at <https://clime.com.au/about/clime-investment-management-limited/>.

Printed copies of the 2022 Annual Report have only been mailed to those Shareholders who have elected to receive a printed copy. We encourage all Shareholders to reconsider the use of printed materials and encourage you to change your election to receive these electronically. Please update your preferences regarding election communications at <https://www.investorserve.com.au/>.

In accordance with section 317 of the Corporations Act, Directors of a public company are required to lay the Company's Financial Report, Directors' Report and Auditor's Report (together comprising the Annual Report) for the previous financial year before its Shareholders at its AGM. There is no requirement under the Corporations Act or the Constitution for a formal Resolution on this item of business and, as such, there will be no formal Resolution put to the AGM. However, Shareholders will be given a reasonable opportunity to ask questions about or make comments on the Company's Financial Report, the Directors' Report and Auditor's Report, and the management of the Company.

Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the Annual Report they wish to discuss. Representatives of the Company's Auditor, Pitcher Partners, will be present for discussion purposes on matters relevant to the audit.

There is no requirement for Shareholders to approve any of these reports.



B. Ordinary Business

Resolution 1: To adopt the Remuneration Report

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report.

Pursuant to section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to the vote at the AGM. The Remuneration Report is contained in the Directors' Report (within the Company's Annual Report) available at <https://clime.com.au/about/clime-investment-management-limited/>.

The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company. However, the Company values Shareholders' feedback.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings of the Company, Shareholders will be required to vote at the second of those annual general meetings on a Resolution (a "spill Resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than a Managing Director) must stand for election.

At the Company's 2021 annual general meeting, the votes cast by members against the adoption of the Company's Remuneration Report were less than 25%.

A reasonable opportunity for discussion of, and comment on, the Remuneration Report will be provided by the Chairman at the AGM.

KMP (including Directors) and their Closely Related Parties must not cast a vote on the Remuneration Report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

The Company encourages all Shareholders to cast their votes on Resolution 1. The Chairman of the AGM will vote all undirected proxies in **favour** of Resolution 1, to the extent permitted by law. If you wish to vote "against" Resolution 1 or "abstain" from voting on Resolution 1 you should mark the relevant box in the attached Proxy Form.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in **favour** of Resolution 1 to adopt the Remuneration Report.



Resolution 2: Re-election of Mr. John Abernethy as a Director

Under rule 6.7(c) of the Company's Constitution, a Director must not hold office after the later of (i) the third AGM held after the Director was last appointed or elected, and (ii) 3 years after the date on which the Director was last appointed or elected, whichever is the longer. In addition, rule 6.7(e) requires the Company to hold regular elections for directors under Listing Rule 14.4 and 14.5.

Mr. John Abernethy was last elected by shareholders at the 2019 AGM and as such, holds office only until the end of this AGM and is eligible for re-election at this AGM.

Accordingly, Resolution 2 seeks Shareholder approval for the re-election of Mr. Abernethy as a Director of the Company in accordance with rule 6.7(c) of the Company's Constitution and ASX Listing Rule 14.4 and 14.5. The re-election of Mr. Abernethy will be by way of ordinary Resolution. Information on Mr. Abernethy's qualifications and experience is set out below.

Mr. Abernethy was appointed Executive Director in 1994. Mr. Abernethy has over 35 years' funds management experience in Australia having been General Manager Investments of the NRMA. Mr. Abernethy holds a Bachelor of Commerce (Economics)/LLB from the University of New South Wales.

Mr. Abernethy has been a Director of the Company for over 20 years. Mr. Abernethy is the current Chairman and also provides consultancy services to the Company.

Since July 2009, Mr. Abernethy has also been a Director of Clime Capital Limited (ASX: CAM).

Being eligible, Mr. Abernethy offers himself for re-election as a Director at the AGM.

The Directors (excluding Mr. Abernethy who abstains from making a recommendation on this Resolution 2) recommends supporting the re-election of Mr. Abernethy and unanimously recommends that Shareholders vote in **favour** of Resolution 2.

The Chairman will vote all undirected proxies in **favour** of Resolution 2. If you wish to vote "against" Resolution 2 or "abstain" from voting on Resolution 2 you should mark the relevant box in the attached Proxy Form.

Resolution 3: Approval of Clime Investment Management Limited Employee Incentive Scheme

Background

Resolution 3 seeks Shareholder approval for the adoption of the Clime Investment Management Limited Employee Incentive Scheme (the "Equity Incentive Plan") in accordance with Exception 13 of Listing Rule 7.2. Exception 13 of Listing Rule 7.2 provides that issues under an employee incentive plan are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the plan as an exception to Listing Rule 7.1. However, the exception does not apply to Directors and their associates, who are deemed related parties of the Company, and issues to such persons will require separate approval under Listing Rule 10.14.



If Resolution 3 is passed, the Company will be able to issue equity securities under the Equity Incentive Plan without impacting on the Company's ability to issue up to 15% of its issued Shares without Shareholder approval in any 3-year period.

The Equity Incentive Plan has been designed to incentivise high performance based on Company performance in terms of growth in the value of the Company and resulting increases in Shareholder value.

The Company wishes to exempt issues of securities under the Equity Incentive Plan from contributing towards the rolling annual limit of 15% of issued Shares prescribed by Listing Rule 7.1.

As at the date of this report, 1,300,000 ordinary shares have been issued under this Equity Incentive Plan, and this Equity Incentive Plan was previously approved by Shareholders on 25th October 2007. The Company last obtained approval for an equity incentive plan (for the purpose of issuing performance rights that was never used and on different terms to the Equity Incentive Plan) on 14 November 2019.

The maximum number of securities proposed to be issued by the Company in respect of the Equity Incentive Plan over the next three years are as follows:

Security	Under Listing Rule 7.2, Exception 13
Shares	2,313,754
Options	-
Performance Rights	-
Total	2,313,754

If Shareholder approval is not obtained, any securities issued under the Equity Incentive Plan will not be excluded from the Company's placement capacity.

Reasons for adopting the Equity Incentive Plan

- (a) The Board of Directors believes that grants of securities made to eligible participants under the Equity Incentive Plan will provide a powerful tool to underpin the Company's employment strategy, and that the implementation of Equity Incentive Plan will:
- (i) enable the Company to recruit and retain talented people need to achieve the Company's business objectives;
 - (ii) link the reward of key staff and officers with the achievements of strategic goals and the long-term performance of the Company;
 - (iii) promote the interests of the eligible participants to focus on superior performance that creates Shareholder value; and
 - (iv) align the financial interest of the eligible participants with the interests of the Shareholders.



Summary of the rules of the Equity Incentive Plan

The following is a summary of the rules of the Equity Incentive Plan the subject of Resolution 3 (“**Plan Rules**”):

(a) Awards

Under the Plan, the Company may offer or issue to eligible employees:

- (i) **Options:** Options are rights to be issued a share in the Company upon payment of an exercise price and satisfaction of vesting conditions specified in the Plan or in the offer for the award.
- (ii) **Performance Rights:** Performance Rights are rights to be issued a share in the Company for nil exercise price upon satisfaction of vesting conditions specified in the offer for the award.
- (iii) **Deferred Share Awards:** Deferred Share Awards are shares issued to employees:
 - (i) who elect to receive shares in lieu of any wages, salary, Director's fees, or other remuneration; or
 - (ii) by the Company in its discretion, in addition to their wages, salary and remuneration, or in lieu of any discretionary cash bonus or other incentive payment; and
 - (iii) that may be forfeited if vesting conditions specified in the offer are not satisfied.
- (iv) **Exempt Share Awards:** Exempt Share Awards are issues of shares for no consideration or an issue price which is at a discount to the market price with the intention that up to \$1,000 (or such other amount which is exempted from tax under the *Income Tax Assessment Act 1936 (Cth)* from time to time) of the total value or discount received by each eligible employee will be exempt from tax.
- (v) (collectively, **Awards**).

(b) Eligible Employees

Awards may be granted to:

- (i) an employee to whom, or who falls within a class of employees to whom, the Board determines that an offer is to be made under the Plan; or
- (ii) an employee who satisfies the eligibility criteria (if any) determined by the Board for a proposed offer.



(c) Price

The Board has discretion to determine the issue price and/or exercise price for Awards.

(d) Vesting and exercise of Awards

The Awards held by a participant in the Plan will vest in and become exercisable by that participant upon the satisfaction of any vesting conditions specified in the offer and in accordance with the rules of the Plan. Vesting conditions may be waived at the absolute discretion of the Board (unless such waiver is excluded by the terms of the Award).

(e) Change of control

If a takeover bid is made to acquire all of the issued Shares of the Company, or a scheme of arrangement, selective capital reduction or other transaction is initiated which has an effect similar to a full takeover bid for Shares in the Company, then Participants are entitled to accept the takeover bid or participate in the other transaction in respect of all or part of their Awards other than Exempt Share Awards notwithstanding that the Restriction Period in respect of such Awards has not expired. The Board may, in its discretion, waive unsatisfied Vesting Conditions in relation to some or all Awards in the event of such a takeover or other transaction.

(f) Claw back

If any vesting conditions of an Award are mistakenly waived or deemed satisfied when in fact they were not satisfied, then in accordance with the terms of the Plan, the Board may determine that the relevant Awards expire and are incapable of being exercised (if not yet exercised), or it may otherwise recover from the relevant participant some or all shares issued upon exercise of the Awards or any proceeds received from the sale of those shares.

(g) Re-organisation of share capital

If, prior to the exercise of an Award, the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) the terms of the Awards of the participant will be changed to the extent necessary to comply with the Listing Rules as they apply at the relevant time.

Additional Information required by Listing Rule 14.1A

In the event that Shareholders do not approve Resolution 3, the Company may:

- (a) have less flexibility and options for remuneration of staff and key management personnel;
- (b) use its placement capacity under Listing Rule 7.1 to issue securities as remuneration or incentives for employees; and
- (c) seek Shareholder approval for issues of securities as remuneration or incentives to eligible participants.



Directors' Recommendation

The Directors unanimously recommend Shareholders vote in **favour** of Resolution 3.

The Chairman will vote all undirected proxies in **favour** of Resolution 3. If you wish to vote “against” Resolution 3 or “abstain” from voting on Resolution 3 you should mark the relevant box in the attached Proxy Form.

Resolution 4: Approval of additional placement capacity under ASX Listing Rule 7.1A

Background and description of ASX Listing Rule 7.1A

The Company had previously obtained the approval of its Shareholders to increase its placement capacity limit under ASX Listing Rule 7.1A to 25% at the annual general meeting of the Company held on 2 December 2021.

ASX Listing Rule 7.1A enables “eligible entities” to seek the approval of shareholders to issue equity securities of up to 10% of its issued share capital over a 12-month period after the AGM (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company’s 15% placement capacity under ASX Listing Rule 7.1 and will only be issued if Resolution 4 is passed at the AGM.

An “eligible entity” for the purposes of ASX Listing Rule 7.1A is an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is currently an eligible entity for these purposes and expects to be an eligible entity as at the date of the AGM.

Pursuant to ASX Listing Rule 7.1A, any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. As at the date of this Notice, the Company has only one class of quoted securities on issue, being the Shares. Accordingly, any equity securities issued under the 10% Placement Facility will be Shares. ASX Listing Rule 7.1A also requires that any Shares issued under the 10% Placement Facility must be issued for a cash consideration per security which is not less than 75% of the volume weighted average market price (**VWAP**) for Shares, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Shares are to be issued is agreed by the Company and the recipient of the securities; or
- (b) if the Shares are not issued within 10 Trading Days of the date in paragraph (a), the date on which the Shares are issued.

An approval under ASX Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following.

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (b) the time and date of the entity's next annual general meeting; or



- (c) the time and date of the approval by holders of an eligible entity's ordinary securities of a transaction under ASX Listing Rule 11.1.2 (proposed change to nature or scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

Resolution 4 seeks Shareholder approval by way of special Resolution (requiring at least 75% of the votes cast by present and eligible Shareholders voting at the AGM to be cast in favour of Resolution 4 in order for Resolution 4 to be passed) for the Company to have the 10% Placement Facility provided for in ASX Listing Rule 7.1A to issue Shares without Shareholder approval.

At the date of this Notice, the Company has 72,275,080 Shares on issue. The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula prescribed in Listing Rule 7.1A.2 (as to which, see below).

If Resolution 4 is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A (noting that the Company will only be able to issue Shares under the additional 10% placement capacity under ASX Listing Rule 7.1A) without the requirement to seek any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the 10% Placement Facility to issue Shares without Shareholder approval and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

8.2 Formula for calculating the 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities (in a class of quoted securities of the eligible entity) calculated in accordance with the following formula:

$$(A \times D) - E$$

- A** is the number of fully paid ordinary securities on issue at the commencement of the relevant period (i.e. the 12-month period immediately preceding the date of the issue or agreement to issue) (the Relevant Period):
- I. **plus** the number of fully paid ordinary securities issued in the Relevant Period under an exception in ASX Listing Rule 7.2 (other than exception 9, 16 or 17);
 - II. **plus** the number of fully paid ordinary securities issued in the Relevant Period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - A. the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - B. the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under ASX Listing Rules 7.1 or 7.4;



- III. **plus** the number of fully paid ordinary securities issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - A. the agreement was entered into before the commencement of the Relevant Period; or
 - B. the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rules 7.1 or 7.4;
 - IV. **plus** the number of any other fully paid ordinary securities issued in the Relevant Period with approval under ASX Listing Rules 7.1 or 7.4;
 - V. **plus** the number of partly paid ordinary securities that became fully paid in the Relevant Period;
 - VI. **less** the number of fully paid ordinary securities cancelled in the Relevant Period.
- D** is 10%;
- E** is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of the eligible entity's ordinary securities under ASX Listing Rule 7.4.

Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility.

(a) A statement of the period for which approval will be valid

If Shareholders approve Resolution 4, the Company's ability to make use of the 10% Placement Facility will commence on the date of this AGM and will expire on the first to occur of the following.

- (i) the date that is 12 months after the date of this AGM; or
- (ii) the time and date of the Company's next AGM; or
- (iii) the time and date of an approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (proposed change to nature or scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

(b) A statement of the minimum price at which the equity securities may be issued under ASX Listing Rule 7.1A.2

Any Shares (being the Company's only class of quoted securities) issued under the 10% Placement Facility will be issued at a price per Share of not less than 75% of the VWAP for the Company's Shares calculated over the 15 Trading Days on which trades in Shares were recorded immediately before:

- (i) the date on which the price at which the Shares are to be issued is agreed by the Company and the recipient of the Shares; or



- (ii) if the Shares are not issued within 10 Trading Days of the date in paragraph (b)(i) above, the date on which the Shares are issued.

- (c) *A statement of the purposes for which the funds raised by an issue of equity securities under ASX Listing Rule 7.1A.2 may be used*

The Company may use the cash funds raised by an issue of Shares under the 10% Placement Facility towards making (or to secure the right to make) one or more acquisitions and/or to further its existing projects; and/or general working capital; so that the Company has the necessary working capital and flexibility to consider, and if thought fit, to put it in a stronger position to make (or to secure the right to make) one or more acquisitions and/or to further its existing projects.

The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any Shares under the 10% Placement Facility.

In the event Resolution 4 is approved, when the Company issues Shares pursuant to the 10% Placement Facility, it will:

- (i) state in its announcement of the proposed issue under ASX Listing Rule 3.10.3 or in its application for quotation of the securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A; and
 - (ii) give to ASX immediately after the issue a list of names of the persons to whom the Company issued the equity securities and the number of equity securities issued to each (which list is not for release to the market), in accordance with Listing Rule 7.1A.4.
- (d) *A statement of the risk of economic and voting dilution to existing ordinary security holders that may result from an issue of equity securities under ASX Listing Rule 7.1A.2*

If Resolution 4 is approved by Shareholders and the Company issues Shares under the 10% Placement Facility, existing Shareholders face the risk of economic and voting dilution as a result of the issue of Shares under the 10% Placement Facility, to the extent that such Shares are issued, including the risk that:

- (i) the market price for Shares may be significantly lower on the date of the issue of the Shares than on the date that approval is obtained under ASX Listing Rule 7.1A (i.e. the date of this AGM assuming that Shareholder approval of Resolution 4 is obtained at this AGM); and
- (ii) the Shares may be issued at a price that is at a discount to the market price for the relevant Shares of the Company on the issue date.

The table below shows the potential dilution to existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable “A” calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice. The table also shows:



- (i) two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of Shares the Company has on issue as at the date of this Notice. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer), or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable “A” in Listing Rule 7.1A.2		Dilution		
		50% decrease in current market price of Shares	Current market price of Shares	100% increase in current market price of Shares
Current variable A 72,275,080 Shares	10% voting dilution	7,227,508 shares		
	Funds raised	\$1,806,877	\$3,613,754	\$7,227,508
50% increase in current variable A 108,412,620 Shares	10% voting	10,841,262 shares		
	Funds raised	\$2,710,316	\$5,420,631	\$10,841,262
100% increase in current variable A 144,550,160 Shares	10% voting	14,455,016 shares		
	Funds raised	\$3,613,754	\$7,227,508	\$14,455,016

The table above has been prepared based on the following assumptions:

- (i) All Shares have been issued.
- (ii) The Company issues the maximum number of Shares available under the 10% Placement Facility.
- (iii) No convertible securities of the Company are converted into Shares, or options are exercised, and Shares issued following such exercise, before the date of the issue of the Shares.
- (iv) The 10% voting dilution reflects the aggregate percentage dilution against the Company's issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.



- (v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of this AGM. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vi) The table shows only the effect of issues of Shares under ASX Listing Rule 7.1A, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.
- (vii) The current market price of the Company's Shares utilised in the above table is \$0.50 per Share, being the closing price of Shares on the ASX on 4 October 2022.

(e) *What is the allocation policy for issues under the 10% Placement Facility*

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Shares will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- (i) the purpose of the issue;
- (ii) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (iii) the effect of the issue of Shares on the control of the Company;
- (iv) the financial situation and solvency of the Company; and
- (v) advice from the Company's corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not a related party or an Associate of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.



- (f) *Information required under ASX Listing Rule 7.3A.6 if the Company has issued or agreed to issue any equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of the AGM*

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 2 December 2021. As per the table below, the Company has issued the following Shares under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of this AGM.

Equity securities issued under ASX Listing Rule 7.1A.2 in the 12 months prior to the Annual General Meeting on 17 November 2022	Nil
Percentage previous issues represent of total number of equity securities on issue at commencement of the 12-month period	Nil

- (g) *If at the time of despatching the Notice the Company is proposing to make an issue of Shares under ASX Listing Rule 7.1A.2, a voting exclusion statement*

For the purposes of ASX Listing Rule 7.3A.7, a voting exclusion statement is included in the Notice. As at the date of the Notice, the Company has not approached any existing Shareholder or security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Directors' Recommendation

The Directors believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in **favour** of Resolution 4.

The Chairman will vote all undirected proxies in **favour** of this Resolution. If you wish to vote "against" Resolution 4 or "abstain" from voting on Resolution 4 you should mark the relevant box in the attached Proxy Form.



Resolution 5: Amendment to Constitution

Resolution 5 is a special resolution and requires 75% approval of shareholders to be passed.

Under *ASIC Corporations (Virtual-only Meetings) Instrument 2022/129*, a company whose shares are listed on the ASX can hold a virtual-only meeting until 31 May 2022. However after that date, the company must amend its constitution to allow for virtual-only meetings to be held.

The purpose of the proposed changes will allow the Board in exceptional circumstances to call a meeting of shareholders and have the flexibility to hold the meeting as a virtual only meeting.

The Company will continue to hold its Annual General Meeting as a hybrid meeting of shareholders where permitted.

The proposed changes to the Company's constitution are as follows:

- (a) Rule 5.1(d) of the Company's constitution states the following:

"A General Meeting may be held at 2 or more venues using any technology that gives the members, as a whole, a reasonable opportunity to participate."

For the company to hold a virtual-only meeting of members, an amendment to rule 5.1(d) (in italics) is required as follows:

"A General Meeting, including a hybrid or virtual-only meeting, may be held at 2 or more venues using any technology that gives the members, as a whole, a reasonable opportunity to participate."

- (b) Rule 5.4 of the Company's constitution relates to a quorum for a general meeting. The following is to be inserted as rule 5.4(c) to allow members attending virtually to be considered present at the general meeting:

"If a separate meeting place is linked to the main place of a meeting of Shareholders by an instantaneous audio-visual communication device which, by itself or in conjunction with other arrangements:

- (i) gives the general body of members in the separate meeting place a reasonable opportunity to participate in proceedings in the main place;*
- (ii) enables the Chair of the meeting to be aware of proceedings in the other place; and*
- (iii) enables the Shareholders in the separate meeting place to vote on a show of hands or on a poll;*

A Shareholder present at the separate meeting place is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the main place.

Nothing in this clause is to be taken to limit the powers conferred on the Chair of the meeting by law."



- (c) Rule 5.6 of the Company's constitution relates to an adjournment of a general meeting. The following is to be inserted as rule 5.6(d) to allow an adjourned general meeting held as a virtual only meeting to be held in the same manner as the meeting was held prior to it being adjourned:

"If, before or during the meeting, any technical difficulty occurs where one or more of the matters set out under this rule 5.6 is not satisfied, the chair may:

- (i) adjourn the meeting until the difficulty is remedied; or*
- (ii) continue to hold the meeting in the main place (and any other place which is linked under rule 5.1(d) and transact business, and no member may object to the meeting being held or continuing."*

A copy of the proposed constitution is available on Company's website for Shareholders to inspect at: <https://clime.com.au/about/clime-investment-management-limited/>.

Pursuant to section 136(2) of the Corporations Act, a company may modify or repeal its constitution by special Resolution of Shareholders. For this Resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the Resolution must be in **favour** of the Resolution.

The Chairman of the meeting intends to vote undirected proxies in **favour** of Resolution 5.

Board Recommendation

The Board unanimously recommends that the Shareholders vote in **favour** of this Resolution.



Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

\$ means Australian Dollars.

10% Placement Facility means the ability under ASX Listing Rule 7.1A for the Company (being an eligible entity) to issue up to 10% of its issued share capital through placements over a 12-month period commencing on the date of the AGM at which approval for such facility is obtained.

Sydney time means Australian Eastern Daylight Time.

Annual General Meeting or **AGM** means the annual general meeting of the Company the subject of this Notice of Meeting scheduled to occur on Thursday, 17 November 2022.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2022.

Associate has the meaning set out in Sections 11 – 17 of the Corporations Act.

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.

Auditor's Report means the annual Auditor's report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Board means the board of Directors of the Company.

Chairman means the chairman of the Annual General Meeting.

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

Closely Related Party has the meaning given in the Corporations Act and when used in relation to a member of the KMP will include a spouse, dependent and certain other close family members as well as any other companies controlled by the member of the KMP.

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.

Directors' Report means the annual Directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity security means an equity security as defined in the Listing Rules and includes a share, an option over an issued or unissued share, a right to an issued or unissued share, a convertible security and any security that ASX decides to classify as an equity security.

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

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel or **KMP** mean persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company. The Remuneration Report identifies the Company's KMP for the financial year ended 30 June 2022.

Notice means this notice of annual general meeting dated 17 October 2022 and accompanying Explanatory Memorandum.

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

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.



Share means a fully paid ordinary share in the Company.

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

Trading Day has the meaning set out in Chapter 19 of the Listing Rules and includes a day determined by ASX to be a trading day and notified to market participants, being (i) a day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and (ii) any other day which ASX declares and publishes is not a trading day.

VWAP means volume weighted average market price.

In this Notice, words importing the singular include the plural and vice versa.



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 1:00pm (Sydney Time) on Tuesday, 15 November 2022.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/ciwagm2022>

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

📱 BY SMARTPHONE

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 **1:00pm (Sydney Time) on Tuesday, 15 November 2022.** 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/ciwagm2022>

📠 By Fax + 61 2 9290 9655

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

👤 In Person	Until 28 October 2022 Boardroom Pty Limited Level 12, 225 George Street, Sydney NSW 2000 Australia	From 31 October 2022 Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia
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Attending the Meeting

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

Clime Investment Management Limited

ABN 37 067 185 899

☐ 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** (Company) 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 Annual General Meeting of the Company to be held as a **hybrid AGM at Level 12, 20 Hunter Street, Sydney NSW 2000 and online on Thursday, 17 November 2022 at 1:00pm (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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution

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.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr. John Abernethy as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Clime Investment Management Limited Employee Incentive Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of additional placement capacity under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Amendment to Constitution (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 / / 2022