

Thorney Technologies Ltd

ABN 66 096 782 188

ASX Announcement: 19 October 2018

ASX Code: TEK

NOTICE OF 2018 ANNUAL GENERAL MEETING/PROXY FORM

Pursuant to ASX Listing Rule 3.17 please find following a copy of documents which have been emailed or mailed to shareholders today:

Notice of Annual General Meeting
to be held:

Wednesday, 21 November 2018,
at 9:30am AEDT at the offices of
Arnold Bloch Leibler
Level 21, 333 Collins Street
Melbourne Vic 3000

Copy of Proxy form

To access the Thorney Technologies Ltd 2018 Annual Report click [here](#) or go to the TEK website: www.thorneytechnologies.com.au/companyreports.html

Please direct enquiries to:

Craig Smith

Company Secretary

T: + 61 3 9921 7116

E: craig.smith@thorney.com.au

W: <http://www.thorneytechnologies.com.au/>



Thorney Technologies Ltd

ABN 66 096 782 188

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT

AND

PROXY FORM

Date of Meeting

21 November 2018

Time of Meeting

9:30am Melbourne time

Place of Meeting

Arnold Bloch Leibler
Level 21, 333 Collins Street
MELBOURNE VIC 3000

<p>This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.</p>

Thorney Technologies Ltd

ABN 66 096 782 188

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Thorney Technologies Ltd ("**TEK**" or "**Company**") will be held at Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne VIC 3000 on Wednesday, 21 November 2018 from 9:30am (Melbourne time) ("**Meeting**"), for the purpose of transacting the following business.

The Explanatory Statement, which accompanies and forms part of this Notice of Meeting, describes in more detail the matters to be considered at the Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement will, unless the context requires otherwise, have the same meaning given to them in the glossary contained in the Explanatory Statement.

AGENDA

Ordinary business

Item 1: Annual financial and other reports

To receive the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2018.

Item 2: Resolution 1 — adoption of remuneration report

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

"That, for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the remuneration report for the year ended 30 June 2018 be adopted."

Note: The remuneration report is set out in the Company's 2018 Annual Report. The vote on this resolution is advisory only and does not bind the Directors of the Company.

Item 3: Resolution 2 — re-election of Mr Alex Waislitz as director

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

"That Mr Alex Waislitz, who retires by rotation in accordance with clause 7.1(g)(iii) of the Company's constitution and ASX Listing Rule 14.5 and, being eligible for election, be elected as a director of the Company."

BY ORDER OF THE BOARD

CRAIG SMITH
COMPANY SECRETARY
19 OCTOBER 2018

NOTES

ENTITLEMENT TO VOTE

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that the shareholding of each Shareholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the Company's share register at 7.00pm (Melbourne time) on Monday 19 November 2018.

VOTING AND REQUIRED MAJORITY

Each Resolution must be passed by more than 50% of all votes cast by Shareholders entitled to vote on the Resolution (whether in person or by proxy, attorney or representative).

Subject to the voting exclusions, on a show of hands every Shareholder has one vote and, on a poll, every Shareholder has one vote for each Share held.

VOTING RESTRICTIONS

Resolution 1

A vote must not be cast (in any capacity) on resolution 1 by or on behalf of a member of the key management personnel, details of whose remuneration are included in the Remuneration Report ("KMP") or their closely related parties.

However, a vote may be cast on resolution 1 by such a person as proxy for a person entitled to vote on resolution 1 and:

- the proxy appointment is in writing and specifies how the proxy is to vote on resolution 1; or
- the proxy is the Chairman of the meeting ; and
 - the appointment does not specify the way the proxy is to vote on resolution 1; and
 - the appointment expressly authorises the Chairman of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the KMP.

If you appoint the Chairman of the meeting as your proxy on resolution 1 or the Chairman is appointed your proxy by default, and you do not direct your proxy on how to vote on that resolution, you will be expressly authorising the Chairman of the meeting to exercise your proxy even if that resolution is connected directly or indirectly with the remuneration of a KMP.

The Chairman of the meeting intends to vote undirected proxies in favour of resolution 1.

SHAREHOLDER QUESTIONS

If you are entitled to vote at the Meeting, you may submit written questions for TEK or the Auditor. Please ensure that your written questions are received by the Share Registry by Wednesday 15 November 2018.

HOW TO VOTE

You may vote by attending the Meeting in person, by proxy or personal representative.

If you attend the Meeting, please bring your personalised proxy form with you. The proxy form will help you to register at the Meeting. If you do not bring your proxy form with you, you will still be able to attend and vote at the Meeting but representatives from Computershare Investor Services Pty Limited (the "Share Registry") will need to verify your identity.

Proxies

A personalised proxy form accompanies this Notice of Meeting. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form in accordance with the instructions on the form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Meeting and return it to the Company's share registry, Computershare Investor Services Pty Limited, so that it is received no later than 9:30am (Melbourne time) Monday, 19 November 2018, either:

- online at www.investorvote.com.au or by scanning the QR Code, found on the enclosed Proxy Form, with your mobile device.;
- by facsimile on fax number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- by mail to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, Australia 3001

For Intermediary Online subscribers only (custodians) www.intermediaryonline.com.

If the Proxy Form is signed by an attorney, please also enclose the authority under which the Proxy Form is signed (or a certified copy of the authority). Proxies given by corporate Shareholders must be executed in accordance with section 127 of the Corporations Act, their constitutions or by their attorney or duly authorised officer.

Please note that:

- a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder; and
- a Shareholder 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Under the Corporations Act, if the proxy form directs the proxy how to vote on a particular resolution:

- the proxy does not need to vote on a show of hands but if the proxy does vote on a show of hands, the proxy must vote as directed (subject to any voting exclusions);
- if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- a proxy who is not the Chairman of the meeting does not need to vote on a poll but if the proxy does vote on a poll, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the meeting, the proxy must vote on a poll and must vote as directed.

Default to the Chairman of the meeting

If:

- a poll has been called on a resolution; and
- a Shareholder has appointed a proxy other than the Chairman of the meeting and the appointment of the proxy directs the proxy how to vote on the resolution; and
- the Shareholder's proxy either:
 - does not attend the Meeting; or
 - attends the Meeting but does not vote on the resolution,

Personal Representative

To vote by personal representative, please forward the authority under which the personal representative has been appointed (or a certified copy of the authority) to the address set out above for the return of Proxy Forms so that it is received no later than 9:30am (Melbourne time) Monday, 19 November 2018.

Corporate Representative

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment. The appropriate "Certificate of Appointment of Corporate Representative" can be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms" and must be lodged with the Share Registry, or presented to the Company at registration, prior to admission of the Meeting. The Company will retain the certificate of appointment of corporate representative.

Voting intentions and undirected proxies

Subject to any voting restrictions and exclusions, where the person chairing the Meeting is appointed as proxy, he intends to vote all undirected proxy votes in favour of all Resolutions.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist Shareholders to consider the Resolutions set out in the Notice of Meeting.

This Explanatory Statement forms part of, and should be read in conjunction with, the Notice of Meeting. The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Statement.

Item 1 – Financial Statements and Reports

The Corporations Act requires that the Financial Report, the Directors' Report and Auditor's Report be considered at the Meeting. Shareholders are not required to vote on these reports.

The Chairman of the meeting will give Shareholders a reasonable opportunity to ask questions and make comments on the reports. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the content of the Auditor's Report.

Item 2 – Remuneration Report

The 2018 Remuneration Report outlines the Key Management Personnel remuneration arrangements of the Company in accordance with the requirements of the Corporations Act 2001 and its Regulations for the financial year ended 30 June 2018.

The 2018 Remuneration Report is included in TEK's 2018 Annual Report. It is also available on TEK's website at <http://www.thorneytechnologies.com.au/assets/2018AnnualReport.pdf>.

The Chairman of the meeting will give Shareholders a reasonable opportunity to ask questions about or make comments on the 2018 Remuneration Report.

The vote on the 2018 Remuneration Report is advisory and will not bind TEK or its Directors. However, the Board will take the outcome of the vote into consideration when reviewing the future remuneration practices and policies of TEK. If at least 25% of the votes cast on the resolution are against adoption of the Remuneration Report at the Meeting, then:

- if comments are made on the Remuneration Report at the AGM, the Company's Remuneration Report in respect of the financial year ending on 30 June 2019 will be required to include an explanation of the Board's proposed action in response to those comments or, if no action is proposed, the reasons why; and
- if, at the Company's annual general meeting in 2019, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting (Spill Meeting) be held within 90 days to consider the election of Directors of the Company (Spill Resolution). The Spill Meeting must be held within 90 days of the date of the 2019 annual general meeting. If more than 50% of the votes cast on the Spill Resolution are in favour of the Spill Resolution, the Spill Resolution will be passed and all of the Directors in office at the 2019 annual general meeting (other than the managing director) will cease to hold office immediately before the end of the Spill Meeting, unless they are re-elected at the Spill Meeting.

It is noted that at the Company's last annual general meeting, the votes cast against the Remuneration Report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the AGM.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the annual general meeting.

The Board recommends that Shareholders vote in favour of this resolution.

Subject to the voting restrictions set out on page 3, the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Item 3 – Re-election of Mr Alex Waislitz

Mr Alex Waislitz BEc, LLB, retires by rotation in accordance with rule 7.1(g)(iii) of TEK's Constitution and ASX Listing Rule 14.5 and, being eligible, offers himself for re-election.

Mr Waislitz is being put forward for re-election because, under the ASX Listing Rules, there must be an election of Directors each year. Clause 7.1(g)(iii) of the Company's Constitution also requires a Director to retire and offer themselves for re-election. Mr Waislitz was elected by Shareholders at the Company's 2016 annual general meeting.

Mr Waislitz is Chairman of Thorney Opportunities Ltd (ASX:TOP) and is the founder and Chairman of Thorney Investment Group (TIG), one of Australia's most successful private investment groups. He has extensive business and capital markets experience and has been on several public company boards.

He is Vice President of the Collingwood Football Club Limited and has been a director since 1998.

He served on the boards of Zoos Victoria Foundation Board and the Victorian State Government Zoological Parks and Gardens between 2010 and 2012. He joined the International Advisory Board of Maccabi World Union in 2012 and is a former member of the International Advisory Board for the MBA program at Ben Gurion University School of Management.

Mr Waislitz has established the Waislitz Foundation and the Waislitz Family Foundation. These registered charities focus on community projects, education, health, indigenous programs and the arts.

Mr Waislitz is a graduate of Monash University in Law and Commerce and a Graduate of the Harvard Business School OPM Program.

The Board (excluding Mr Waislitz) recommends that Shareholders vote in favour of this resolution.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

GLOSSARY

In this Explanatory Statement and the Notice of Meeting, the following terms have the following meanings unless the context otherwise requires:

"\$" means Australian dollars;

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**ASX Listing Rules**" means the official listing rules of ASX;

"**Board**" means the current board of Directors of the Company;

"**Chairman**" means the chairman of the Meeting.

"**Company**" means Thorney Technologies Ltd ACN 096 782 188;

"**Corporations Act**" means Corporations Act 2001 (Cth);

"**Directors**" mean the current directors of the Company;

"**Explanatory Statement**" means the explanatory statement accompanying this Notice of Meeting;

"**Meeting**" means the Annual general meeting of Shareholders to be held at Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne VIC 3000 on 21 November 2018 at 9:30am (Melbourne time);

"**Notice of Meeting**" means this notice of Annual general meeting, including the Explanatory Statement and the Proxy Form;

"**Proxy Form**" means the proxy form attached to this Notice of Meeting;

"**Resolutions**" means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires;

"**Share**" means a fully paid ordinary share in the capital of the Company;

"**Share Registry**" means Computershare Investor Services Pty Limited; and

"**Shareholder**" means a holder of a Share.

Thorney Technologies Ltd

ABN 66 096 782 188

TEK

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au
or by scanning the QR code appearing below
with your mobile device.



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 9999999

SRN/HIN: I9999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective, if voting by proxy, your proxy form must be returned in accordance with the details appearing below and received by the Company's Share Registry no later than 9:30am (Melbourne time) Monday 19 November 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary or otherwise in accordance with the Company's constitution or by their attorney or duly authorised officer. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Samples/000001/000001

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Thorney Technologies Ltd hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Thorney Technologies Ltd to be held at Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne VIC 3000 on Wednesday, 21 November 2018 at 9:30am (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority in respect of that resolution.

		For	Against	Abstain *
Resolution 1	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Mr Alex Waislitz as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

_____ / _____ / _____

Date

TEK

999999A

Computershare +