



**INCOME ASSET MANAGEMENT GROUP LIMITED  
ACN 010 653 862**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of shareholders of Income Asset Management Group Limited (**Company**) will be held on 30 November 2022 at 3.30 p.m. (AEDT) at the offices of BOE, Level 29, 88 Phillip Street, Sydney(**Meeting**).

The Explanatory Notes to this Notice provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form form part of this notice.

**BUSINESS OF THE MEETING**

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**Item 1: Financial Statements and Reports**

To receive and consider the Financial Report, the Directors' Report and Auditor's Report of the Company for the year ended 30 June 2022.

**Item 2: Remuneration Report**

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

*"To adopt the Remuneration Report for the year ended 30 June 2022."*

**Notes:**

- In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.

- A voting exclusion statement applies to this resolution, as set out in the Explanatory Notes.

### **Items 3 & 4: Re-election of Directors**

#### **Item 3: Re-election of Brook Adcock**

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

*“That Mr Brook Adcock, being a Director who is retiring in accordance with Clause 8.1(d) of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election, be re-elected as a Director of the Company.”*

#### **Item 4: Re-election of Craig Swanger**

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

*“That Mr Craig Swanger, being a Director who is retiring in accordance with Clause 8.1(d) of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election, be re-elected as a Director of the Company.”*

#### **Item 5 – Approval of issue of Options**

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

*“That for the purposes of ASX Listing Rule 7.1, Shareholders approve the issue and allotment of 46,000,00 Options over fully paid ordinary shares in the Company (“Options”), on the terms and as outlined in the Explanatory Memorandum.”*

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

#### **Item 6 – Approval of issue of Options to Clare Nantes**

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

*“That for the purposes of ASX Listing Rule 10.11.1, Shareholders approve the grant of 200,000 Options to Clare Nantes, on the terms and as outlined in the Explanatory Memorandum, and the issue of ordinary shares on exercise of the Options.”*

Note: A voting exclusion applies to this resolution (see Explanatory Notes for details).

## ENTITLEMENT TO VOTE

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The Directors have determined that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00 p.m. (AEDT) on 28 November 2022 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

## ANNUAL REPORT

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Copies of the Company's FY2022 Annual Report may be accessed on the Company's website under the Investor Relations tab <https://incomeam.com/investor-relations>

## VOTING OPTIONS AND PROXIES

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### Voting

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form, which accompanies this Notice of Annual General Meeting.

### Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence (in an electronic format capable of distribution by email) of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Notes below):

- if a Shareholder has not directed their proxy how to vote, the proxy may vote (or abstain from voting) as the proxy determines, and

- if a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on an item of business, the Chairman will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of the proposed resolution set out in the Notice of Meeting, even though Item 2 is connected with the remuneration of Key Management Personnel.

### **Proxy Voting by the Chairman**

For Item 2, where the Chairman is appointed as a Shareholder's proxy and that shareholder has not specified the way in which the Chairman is to vote on Item 2, the Shareholder is directing the Chairman to vote in accordance with the Chairman's voting intentions for this Item of business, even though Item 2 is connected directly or indirectly with the remuneration of Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Item 2.

### **Proxy Forms**

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry, as an original or by facsimile, **no later than 3.30 p.m. (AEDT) on 28 November 2022 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

- (i) By mail to Boardroom Pty Limited, GPO Box 3993 Sydney NSW 2001 Australia. Please allow sufficient time so that it reaches Boardroom Pty Limited by the Proxy Deadline;
- (ii) By fax to Boardroom Pty Limited on +61 2 9290 9655 (within Australia); or
- (iii) Online via <https://www.votingonline.com.au/iamagm2022>;

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

## CORPORATE REPRESENTATIVES

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Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

*Vanessa Chidrawi*

**Vanessa Chidrawi**  
Company Secretary  
31 October 2022

## **Explanatory Notes**

### **ITEM 1 – Financial Statements and Reports**

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report comprises the consolidated financial report of the Company and its controlled entities.

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

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, BDO Audit Pty Ltd (**BDO**), questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2022, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters. Written questions must be received no later than 5.00 p.m. (AEDT) on 23 November 2022. A form to facilitate the submission of questions is available from the Share Registry and it includes instructions for the return of this form to the Share Registry.

### **ITEM 2 – Adoption of Remuneration Report**

#### **Reasons for Resolution**

In accordance with section 300A of the Corporations Act the Company has proposed a Remuneration Report for the consideration of Shareholders.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company.

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. In order to align remuneration with shareholders' interests, the framework:

- attracts, motivates and retains executive talent required to deliver strategy;
- appropriately balances fixed and at-risk remuneration components;
- creates reward differentiation to drive performance values and behaviours; and
- creates Shareholder value through equity alignment.

## **Directors' Recommendation**

Noting that each Director of the Company, with the exception of Mr Adcock, has a personal interest in their own remuneration the subject of this resolution, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on this resolution.

## **Voting Exclusion Statement**

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 by any member of the Company's Key Management Personnel (**KMP**) details of whose remuneration are included in the remuneration report or a Closely Related Party of any such member unless the person:

- (i) votes as a proxy appointed in writing that specifies how the person is to vote on the resolution; or
- (ii) is the Chairman of the Meeting and votes as a proxy appointed in writing that authorises the Chairman to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

**What this means for Shareholders:** If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chairman your express authority to vote your undirected proxy (in which case the Chairman will vote in favour of this item of business).

Shareholders should be aware that the Chairman intends to vote all undirected proxies given to the Chairman in favour of the resolutions of the Annual General Meeting, including this Item 2, subject to compliance with the Corporations Act.

## **ITEMS 3 & 4 – Re-election of Directors**

In accordance with the Company's Constitution and ASX Listing Rule 14.5, an election of Directors must be held at each annual general meeting. Clause 8.1(d) of the Constitution states that at each AGM, every Director who has been in office the longer of a period of three years as at the commencement of that meeting or a period since the conclusion of the earliest of the three annual general meetings immediately preceding that meeting must retire.

Messrs Brook Adcock and Craig Swanger were last elected by Shareholders on 26 November 2019 and pursuant to Clause 8.1(h) of the Constitution and ASX Listing Rule 14.4, retire by rotation. Being eligible, both Mr Adcock and Mr Swanger makes themselves available for re-election at this Meeting. Details relevant to their re-election are set out below.

### **Item 3: Re-election of Brook Adcock**

Mr Adcock was first appointed as a non-executive director of the Company on 18 August 2017.

Mr Adcock is a leading entrepreneur and private investor in Australia, and Executive Chairman of his own private equity house, Adcock Private Equity. He is also the Company's largest shareholder.

Adcock Private Equity holds strong positions in listed and unlisted companies across sectors such as fintech, healthtech and legaltech, where Mr Adcock invests and supports companies that add value to all market participants.

Mr Adcock's investment mandate has a strong ethical tilt and he is a high conviction investor. He formerly introduced Pandora Jewellery into Australia, building it to the brand we see today.

Mr Adcock is on the Board of ASX-listed 1stGroup (ASX:1<sup>ST</sup>).

Having had regard to the ASX Principles, the Company's Board does not regard Mr Adcock as an independent director, due to his substantial shareholding in the Company.

#### **Directors' Recommendation**

The Directors (with Mr Adcock abstaining) unanimously support the re-election of Mr Adcock and recommend that Shareholders vote in favour of this Resolution.

### **Item 4: Re-election of Craig Swanger**

Mr Swanger was first appointed as an executive director of the Company on 1 October 2019.

Mr Swanger is an advisor to, or investor in, a number of high growth companies across the finance, health and entertainment sectors, ranging from start-ups to rapidly scaling fintechs. He has worked in investment markets for over 25 years and held roles including Global Head of Macquarie Group's investment unit, allowing him to accumulate a wealth of knowledge building businesses across 14 countries across funds management, wealth management, insurance and banking.

Mr Swanger has extensive board experience, having served on the board of Macquarie Bank's major funds management entity, Macquarie Investment Management Limited, and a further 15 internal and external boards since 2003. He currently serves on the board of ASX-listed Wisr Limited (ASX: WZR). Having had regard to the ASX Principles, the Company's Board does not regard Mr Swanger as an independent director

#### **Directors' Recommendation**

The Directors (with Mr Swanger abstaining) unanimously support the re-election of Mr Swanger and recommend that Shareholders vote in favour of this Resolution.



## Item 5: Approval of Options

### ASX Listing Rules 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12-month period any equity securities, or other securities with rights of conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12-month period.

The Company is seeking approval from Shareholders under Item 5, pursuant to ASX Listing Rule 7.1, to issue attaching options to investors in a debt facility. If the resolution under Item 5 is approved, the Company will issue the options and its placement capacity under ASX Listing Rule 7.1 will be unaffected. If the resolution is not approved, the Company will issue the maximum number of options available under its existing placement capacity and may issue further options as that capacity is refreshed. However, the inability to issue options in a timely manner may impact the Company's ability to raise funds under the debt facility.

Item 5 seeks Shareholder approval for the issue and allotment by the Company of 46,000,000 Options. Details of the debt facility under which the Options will be issued, are as follows:

Issuer	Income Asset Management Group Limited ACN 010 653 862 (IAM:ASX).
Issue price	A\$100.00.
Minimum subscription	Each Investor must subscribe for a minimum of \$50,000.00.
Options	For each \$1 dollar subscribed for Notes, Noteholders will be issued four options, each to acquire one fully paid ordinary share in the capital of the Company on exercise, at an exercise price of \$0.25 per option ( <b>Options</b> ). The Options will be quoted on ASX.
Pledge and Covenants	The terms of the Notes set out the details of negative pledges and covenants.
Security	The Notes will be direct, secured and unconditional obligations of the Company. The Notes will be secured by a first ranking General Security Agreement over all the assets and undertakings of the Company.
Maturity Date	Up to 36 months, but with a minimum of 12 months, after the Issue Date.
Interest Rate	12 percent per annum.
Denomination	Notes will be issued in Australian dollars.

### Information required by ASX Listing Rule 7.3

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders in relation to the issue of the Options that are the subject of Item 5:

- i. the Options will be issued to professional and sophisticated investors (within the meaning of sections 708(8) and 708(11) of the Corporations Act) or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act, in connection with their participation in the Note;
- ii. a maximum of 46,000,000 Options will be issued by the Company in accordance with Listing Rule 7.1;
- iii. the material terms of the Options are as follows:
  - each Option entitles the holder to acquire one fully paid ordinary share upon exercise
  - each Options may be exercised at any time, within 3 years from the date of issue
  - the Options are issued for nil consideration and the exercise price is \$0.25 each
  - the Options will be quoted on ASX
  - prior to exercise and conversion, an Option does not confer on the holder the right to participate in a new issue of securities by the Company or any dividend declared or paid by the Company, or to vote at or attend a meeting of Shareholders;
- iv. the Options will be issued shortly after the Meeting and in any event no later than 3 months after the meeting;
- v. no funds will be raised by the issue of the Options, which are to be issued as incentives to participate in the Note, and the proceeds of the exercise of the Options will be used for general working capital requirements; and
- vi. a Voting Exclusion statement is included below.

### Voting Exclusion

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- any person who participated in the Note and associated issue of Options, excluding Clare Nantes; or
- an associate of that person or those persons.

However, the Company need not disregard a vote if it is cast by:

- a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the Chairman of the Meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution 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 the resolution; and
  - ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

#### **Directors' Recommendation**

The Directors unanimously recommends that Shareholders vote in favour of the resolution in Item 5.

#### **Item 6 – Approval of Issue of Options to Associate of Director**

##### **ASX Listing Rule 10.11.1**

ASX Listing Rule 10.11.1 requires that an entity must not issue or agree to issue equity securities to a related party without the approval of the holders of its ordinary securities.

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders in relation to the issue of the Options that are the subject of Item 6:

- (a) the Options are to be issued to Clare Nantes;
- (b) Clare Nantes falls within the ambit of Listing Rule 10.11.4, as she is the spouse of a director, John Nantes;
- (c) the maximum number of securities to be issued by the Company to Clare Nantes is 200,000 Options;
- (d) the Options have an exercise price of \$0.25 each and expire three years from their date of issue;
- (e) the Options will be issued soon after the Meeting, should the Resolutions in Item 6 be approved, and in any event no later than one month after the date of the Meeting;
- (f) the Options will be issued for nil consideration;

- (g) the funds raised upon the exercise of the Options will be used by the Company to meet general working capital requirements;
- (h) Clare Nantes participated in the Note as an investor and the issue of the Options is not intended to remunerate her or the director who is her associates; and
- (i) a Voting Exclusion statement is included below.

### **Issue of Options to Clare Nantes**

Item 6 seeks Shareholder approval for the issue of 200,000 Options to Clare Nantes, as a related party of the Company, under ASX Listing Rule 10.11.4.

### **Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must, pursuant to section 208 of the Corporations Act:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Notes and Options may constitute giving a financial benefit and Clare Nantes is a related party of the Company by virtue of being the spouse of a director.

The Directors (other than Mr Nantes who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Note and the Options because the Note and attaching Options were negotiated on an arm's length basis and therefore fall within the exception contained in section 210 of the Corporations Act.

### **Voting Exclusion statement**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- Clare Nantes and any other person who will obtain a material benefit as a result of the issue of the Options to Clare Nantes (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(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 the 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.

#### **Directors' Recommendation**

The Directors (with John Nantes abstaining) unanimously recommend that Shareholders vote in favour of the resolution in Item 6.

## GLOSSARY

**AEDT** means Australian Eastern Daylight Savings Time as observed in Sydney, Australia.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**Associate** has the meaning given to that term in Division 2 of Part 1.2 of the Corporations Act, as the context requires.

**ASX** means ASX Limited ACN 008 624 691.

**ASX Listing Rules** means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.

**ASX Principles** means the ASX Corporate Governance Principles and Recommendations (4th edition).

**Board** means the current board of directors of the Company.

**Closely Related Party** has the meaning as defined in section 9 of the Corporations Act.

**Company** means Income Asset Management Group Limited (ACN 010 653 862).

**Constitution** means the Company's Constitution.

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

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity that at the relevant date:

- (a) Is not included in the A&P/ASX 300 Index; and
- (b) Has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Notes** means the Explanatory Notes accompanying the Notice.

**Items** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Key Management Personnel** or **KMP** has the meaning as defined in section 9 of the Corporations Act.

**LTIP** means the Company's long-term incentive plan.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory notes accompanying the Notice and the Proxy Form.

**Proxy Deadline** means 3.30 p.m. (AEDT) on 28 November 2022.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Body Corporate** has the meaning set out in in section 50 of the Corporations Act.

**Remuneration Report** means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 30 June 2022.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Share** means a fully paid ordinary Share in the capital of the Company.

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

**Share Registry** means Boardroom Pty Limited.

**Voting Exclusion** means the exclusion of particular Shareholders from voting on a particular Resolution.



#### 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](http://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 3:30pm (AEDT) on Monday, 28 November 2022.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/iamagm2022>

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

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

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

##### Appointment of a Second Proxy

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

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

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

#### STEP 3 SIGN THE FORM

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

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

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

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

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

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **3:30pm (AEDT) on Monday, 28 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/iamagm2022>

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

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



# Income Asset Management Group Limited

ACN 010 653 862

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## 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 **Income Asset Management Group 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 at **the Offices of BOE, Level 29, 88 Phillip Street, Sydney on Wednesday, 30 November, 2022 at 3:30pm (AEDT)** 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 2 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 2 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 2). 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 2	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect Mr Brook Adcock as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To re-elect Mr Craig Swanger as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of issue of Options to Clare Nantes	<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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022