



30 September 2022

## ASX Announcement

# OFFICIAL TEN SIXTY FOUR LETTER TO SHAREHOLDERS REGARDING 249F NOTICE OF MEETING AND COMPANY ENDORSED PROXY FORM

Dear Valued Shareholder,

- THE NOTICE OF MEETING ISSUED ON 20 SEPTEMBER 2022 WAS NOT PREPARED BY TEN SIXTY FOUR
- A GROUP OF SHAREHOLDER ACTIVISTS ARE ATTEMPTING TO APPOINT NEW DIRECTORS AND REMOVE THE CURRENT EXECUTIVE CHAIRMAN OF TEN SIXTY FOUR
- TEN SIXTY FOUR RECOMMENDS THAT YOU VOTE **AGAINST** ALL RESOLUTIONS NOW TO PROTECT YOUR INVESTMENT
- IGNORE THE PROXY FORM SENT TO YOU BY VITRINITE
- FILL OUT AND RETURN THE ATTACHED COMPANY ENDORSED PROXY FORM VOTING AGAINST ALL RESOLUTIONS

Your Board of Independent Directors of Ten Sixty Four Limited (“Ten Sixty Four” or the “Company”) are writing to you to ask for your vote to help protect the Company and your investment from a group of shareholder activists. The Company recommends voting **AGAINST** all resolutions on the enclosed proxy form and returning the form to the Company as soon as possible, in order to defeat the activists’ attempts to control the composition of the Company’s board.

On 20 September 2022, a Replacement Notice of Meeting and Explanatory Memorandum (“NOM”) was issued to Ten Sixty Four shareholders by post. The NOM calls a general meeting of the Company at 10:00am (AEDT) on 26 October 2022 (“EGM”). More information in relation to this NOM is outlined in the Company’s announcement dated 23 September 2022.

**TEN SIXTY FOUR**<sup>®</sup>

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**THE GOLD  
STANDARD**



The NOM was **NOT** prepared and issued by the Company. Rather, it was issued by a group of shareholder activists who seek to convene the EGM in order to:

- remove the current Executive Chair of the Company, Mr Jeffery McGlinn; and
- appoint three new directors to the Company's board.

The shareholder activists include Vitrinite Holdings Pty Ltd, Vitrinite Pty Ltd and Vitrinite Holdings LLC (together, "Vitrinite").

Mr Paul Ryan Welker (ex Managing Director of Ten Sixty Four) and Mr Nicholas Williams (ex Executive Chairman of Ten Sixty Four QLD) are directors of at least two of the three shareholder activist entities. Mr Welker was terminated as Managing Director of Ten Sixty Four on 5 July 2022. Mr Williams was removed as Executive Chairman of Ten Sixty Four QLD in July 2022. The Company has not been informed as to whether there is any agreement in place between the nominated directors and Mr Welker and Mr Williams as to their future involvement in the Company if they are appointed. The Company notes that one of the nominated directors, Mr Lazaros Nikeas is a business associate of Mr Welker and Mr Williams and also a director of Vitrinite Pty Ltd.

The Company will provide a further update shortly. However, the Company strongly recommends that shareholders **VOTE AGAINST** all resolutions put by the group of shareholder activists, as they are not in the best interests of the Company or your investment.

If you have already lodged your vote under the mistaken belief that the NOM was issued by the Company, then there is still time to change your vote by completing and returning the attached proxy form.

### **EVERY VOTE COUNTS**

**The future of Ten Sixty Four is in your hands.** The shareholder activists convening the EGM currently hold 7.08% of the Company's shares and intend to use this voting block to try and control the composition of Ten Sixty Four's board. Therefore every vote is important in defeating the activists' intentions.



### **IGNORE THE PROXY FORM SENT TO YOU BY VITRINITE**

Vitrinite issued the NOM attaching its own proxy form asking Ten Sixty Four shareholders to support Vitrinite's nominated directors. **We recommend disregarding Vitrinite's unofficial proxy form.**

### **THE COMPANY RECOMMENDS YOU VOTE AGAINST ALL RESOLUTIONS**

Ten Sixty Four's Board of Independent Directors **unanimously** recommends that shareholders **vote AGAINST all resolutions** proposed by Vitrinite at the EGM and as set out in their NOM.

### **WHAT DO YOU NEED TO DO TO PROTECT YOUR INVESTMENT? VOTE NOW!**

If you are not attending the EGM to be convened by the shareholder activists, please submit your proxy appointment online or by returning **the official GREEN Ten Sixty Four proxy form enclosed**

### **ONLINE LODGEMENT**

If you intend to lodge your proxy appointment online, the instructions are as follows:

1. go to the Computershare InvestorVote website:  
[www.investorvote.com.au](http://www.investorvote.com.au)
2. enter Control Number 181530
3. enter your HIN or SRN (shown on your proxy form or holding statement) and your postcode (Australian address) or country (overseas address)
4. follow the instructions to lodge your proxy appointment

### **DEADLINE TO RETURN PROXY FORM TO COMPANY**

If you intend on submitting a proxy form, please complete, sign and return the enclosed official **GREEN** proxy form.

For your proxy vote to count, the Company must receive the proxy form before **10am (Sydney time) on Monday 24 October 2022**. However, the Company recommends lodging your proxy form as soon as possible, to avoid delay.



### **IT'S NOT TOO LATE**

If you have mistakenly used Vitrinite's proxy form and wish to change your proxy appointment and/or your voting intentions, please complete and return the enclosed official **GREEN** Ten Sixty Four proxy from or lodge online at [www.investorvote.com.au](http://www.investorvote.com.au) (Control Number: 181530).

The Company encourages its shareholders to call Ten Sixty Four or email [investor@x64.gold](mailto:investor@x64.gold) or visit [www.x64.gold](http://www.x64.gold) if they have any questions.

We understand that this is an unwelcome distraction for Shareholders, but your Board of Independent Directors are compelled to respond to Vitrinite's activism.

We would like to take this opportunity to thank our Valued Shareholders for their support and patience and we look forward to getting on with business to give our Shareholders what they expect from their Company and Board – growth, value and integrity.

**This announcement has been authorised for release by the Board of Ten Sixty Four.**

For further information please contact:

#### **INVESTORS:**

Jennifer Nguyen  
Investor Relations  
+61 8 9474 1330  
[investor@x64.gold](mailto:investor@x64.gold)

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Ten Sixty Four Limited  
ABN 60 099 377 849

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Monday, 24 October 2022.**

# Proxy Form

## 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. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 181530**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

**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.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Ten Sixty Four Limited 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 General Meeting of Ten Sixty Four Limited to be held at DLA Piper, Level 22, No. 1 Martin Place, Sydney, NSW 2000 and as a virtual meeting on Wednesday, 26 October 2022 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

## 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.

<i>Recommendation</i>	For	Against	Abstain
The Directors of Ten Sixty Four Limited recommend that you vote <b><u>AGAINST</u></b> all resolutions.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
		↓	
	For	Against	Abstain
Resolution 1 Appointment of Ms Debra Anne Bakker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Appointment of Mr Edward (Ned) Arnold Coltery as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Appointment of Mr Lazaros Nikeas as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Removal of Mr Jeffery William McGlenn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Removal of Directors appointed after the notice to convene the Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies against 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.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
<b>Individual or Securityholder 1</b>	<b>Securityholder 2</b>	<b>Securityholder 3</b>	
<b>Sole Director &amp; Sole Company Secretary</b>	<b>Director</b>	<b>Director/Company Secretary</b>	<b>Date</b>

### Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

<input type="text"/>	<input type="text"/>
<b>Mobile Number</b>	<b>Email Address</b>

