



17 February 2022

Dear Shareholder

ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

The 2021 Annual General Meeting of Shareholders of Ultima United Limited (“**Company**”) will be held at **Room 1895, Royal Perth Golf Club, Labouchere Road, South Perth, Western Australia 6151** at **10.00am** (WST) on **Thursday, 17 March 2022** (“**Meeting**”).

The Notice of Meeting and accompanying explanatory memorandum are being made available to Shareholders electronically. You will be able to access the Notice of Meeting and explanatory via the Company’s website (<https://www.ultimaunited.com/>) or the ASX market announcements platform.

For clarity, the Meeting will be a physical meeting. Shareholders can opt to attend the Meeting electronically through the online platform Microsoft Teams. Please use the following link to join the Meeting: <https://bit.ly/3gVzB4p>.

With regards to the COVID-19 pandemic, the Company will adhere to all social distancing measures prescribed by government authorities at the Meeting, and Shareholders attending the Meeting in-person will need to ensure they comply with the protocols. **All Shareholders attending the Meeting must be fully vaccinated to enter the venue.** We are concerned for the safety and health of Shareholders, staff and advisers, so we have therefore put in place certain measures including social distancing requirements and limiting non-shareholder visitors. Refreshments will not be served, and all attendees are kindly requested to leave the venue immediately on conclusion of the meeting.

Please note the dress code is smart casual. Fully buttoned shirt tucked in, belted dress trousers (including belt), enclosed shoes with socks must be worn by all Shareholders. The following items are not permitted to be worn at Royal Perth Golf Club at any time: Denim clothing of any description, tracksuits, cargo shorts, board shorts, singlet's, thongs or shoes without socks, women's dress sandals and heels accepted.

Shareholders are encouraged to vote by lodging the attached proxy form. As the situation regarding the management of COVID-19 is evolving rapidly, Shareholders are encouraged to monitor the Company’s website for any further updates in relation to the arrangements for the Meeting.

The Directors appreciate the understanding of Shareholders under the current circumstances.

Yours faithfully

Marcus Goh
Executive Director
Ultima United Limited

APPOINTMENT OF PROXY FORM

ULTIMA UNITED LIMITED
ACN 123 920 990

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: ☐ the Chair of the Meeting as my/ our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:00 am WST, on Thursday, 17 March 2022 at Room 1895, Royal Perth Golf Club, Labouchere Road, South Perth, Western Australia 6151 and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Jonathan Cheng	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr Yew Seng Lo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director – Mr Marcus Goh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Director – Mr Tome Jongue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Important for Resolution 1

If you have not directed your proxy how to vote as your proxy in respect of Resolution 1, by signing and returning this form you expressly authorise the Chair to exercise your proxy on that item (except where you have indicated a different voting intention below) even though the item is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail:

YES ☐ NO ☐

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - i **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - ii **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - iii **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - iv **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Ultima United Limited, Suite 14, 11 Preston Street, Como, Western Australia, 6152; or
 - (b) facsimile to the Company on facsimile number +61 8 9367 9527; or
 - (c) email to the Company Secretary; marcus.goh@ultimaunited.com

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.
