



**CLEAN TEQ HOLDINGS LIMITED**  
**ABN 34 127 457 916**

# **Notice of Annual General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Wednesday, 1 November 2017**

Time of Meeting:  
**10.00 AM (AEDT)**

Place of Meeting:  
**RACV Club**  
**Level 2**  
**501 Bourke Street**  
**Melbourne Victoria 3000**

*This Notice of Annual General Meeting and Explanatory Statement 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 advisor without delay*

# CLEAN TEQ HOLDINGS LIMITED

ABN 34 127 457 916

Registered office: 12/21 Howleys Road, Notting Hill, Victoria, 3168

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of Clean TeQ Holdings Limited (the "Company") will be held at the RACV Club, Level 2, 501 Bourke Street, Melbourne, Victoria, 3000 at 10.00am (AEDT) on Wednesday, 1 November 2017 ("Annual General Meeting" or "Meeting").

### AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

#### **Receipt and consideration of Accounts & Reports**

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2017.

*Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.*

#### **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 and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2017 be adopted."*

#### **Resolution 2: Election of Mr Michael Spreadborough as a Director of the Company**

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

*"That Mr Michael Spreadborough, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company."*

#### **Resolution 3: Election of Mr Li Bingham as a Director of the Company**

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

*"That Mr Li Bingham, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company."*

#### **Resolution 4: Election of Mr Jiang Zhaobai as a Director of the Company**

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

*"That Mr Jiang Zhaobai, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company."*

**Resolution 5: Election of Ms Stefanie Loader as a Director of the Company**

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

*“That Ms Stefanie Loader, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company.”*

**Resolution 6: Re-election of Mr Eric Finlayson as a Director of the Company**

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

*“That Mr Eric Finlayson, being a director who retires pursuant to the Constitution of the Company and being eligible for re-election and having offered himself for re-election, is hereby re-elected as a Director of the Company.”*

**BY ORDER OF THE BOARD**



**Melanie Leydin**  
**Company Secretary**

20 September 2017

## Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the Annual General Meeting will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
  - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
  - b. Each shareholder has a right to appoint one or two proxies.
  - c. A proxy need not be a shareholder of the Company.
  - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution.
  - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
  - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
  - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
  - h. To be effective, proxy forms must be received by the Company's share registry (Automic Pty Ltd) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 10.00am (AEDT) Melbourne time on Monday, 30 October 2017. Any proxy received after that time will not be valid for the scheduled meeting.

## 4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

## 5. Voting Exclusion Statement:

### Resolution 1

The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chairman's box on the proxy form you acknowledge that the Chairman of the meeting will vote in favour of this item of business as your proxy. The Chairman will vote undirected proxies in favour of Resolution 1.

### Resolution 2

There are no voting exclusions on this resolution.

### Resolution 3

There are no voting exclusions on this resolution.

### Resolution 4

There are no voting exclusions on this resolution.

### Resolution 5

There are no voting exclusions on this resolution.

### Resolution 6

There are no voting exclusions on this resolution.

## 6. Enquiries

Shareholders are invited to contact the Company Secretary, Melanie Leydin on (03) 9797 6700 if they have any queries in respect of the matters set out in these documents.

## EXPLANATORY STATEMENT

### Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2017 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditor's report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution costs associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9797 6700, and you may request that this occurs on a standing basis for future years. Alternatively you may access the Annual Report at the Company's website: [www.cleanteq.com](http://www.cleanteq.com) or via the Company's announcement platform on ASX. Except for as set out in Resolution 1, no resolution is required on these reports.

### Resolution 1: Adoption of Remuneration Report

#### **Background**

Section 250R of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2017 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, 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 Corporations Act requires the Company to put a resolution to Shareholders that the in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, 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 the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report for that financial year represented less than twenty five (25%) per cent of the total votes cast and accordingly, while the vote on the Remuneration Report at this Annual General Meeting may potentially be counted towards the two strikes in the future, a spill resolution will not under any circumstances be required for the 2017 Annual General Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

#### **Board Recommendation**

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors unanimously recommend that shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

#### **Voting Exclusions**

The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member in contravention of Section 250R and 250BD unless the vote cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to

vote by marking the box for Resolution 1. By marking the Chairman's box on the proxy form you acknowledge that the Chairman of the meeting will vote in favour of this item of business as your proxy. The Chairman will vote undirected proxies in favour of Resolution 1.

## **Resolution 2: Election of Mr Michael Spreadborough as a Director of the Company**

### ***Background***

Mr Michael Spreadborough was appointed as a Non-Executive Director on 8 December 2016 as a casual vacancy and is eligible for election.

Mr Spreadborough is a mining engineer with extensive experience in the development and operation of mineral resources projects spanning a range of commodities including copper, gold, uranium, lead, zinc and iron ore.

Over the past 20 years Mr Spreadborough has held senior executive roles with a number of mining companies including Chief Operating Officer of Sandfire Resources and Inova Resources Ltd (formerly Ivanhoe Australia), General Manager – Coastal Operations for Rio Tinto and General Manager – Mining for WMC and later Vice President – Mining for BHP Billiton at the world-class Olympic Dam mine in South Australia. Mr Spreadborough holds a Bachelor of Mining Engineering from the University of Queensland and an MBA from Deakin University, as well as a WA First Class Mine Manager's Certificate of Competency.

### ***Directors Recommendation***

The Board (with Mr Spreadborough abstaining), recommends that shareholders vote in favour of the election of Mr Spreadborough. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Spreadborough's election.

### ***Voting Exclusions***

There are no voting exclusions on this resolution.

## **Resolution 3: Election of Mr Li Bingham as a Director of the Company**

### ***Background***

Mr Li Bingham was appointed as a Non-Executive Director on 21 April 2017 as a casual vacancy and is eligible for election.

Mr Li is Director of the Risk Control & Legal Department of Pengxin Mining. Mr Li commenced his career with Henan Province Judicial Bureau in 1996. After five years in the Judicial Bureau, Mr Li began his legal career with Shanghai Pudong Law firm in 2003, focusing on foreign direct investment and mergers and acquisitions. In 2012 Mr Li joined Shanghai Co-effort Law Firm, working in the field of intellectual property law. Mr Li joined Pengxin Mining in 2015. Mr Li has a Masters in International Law, Law School, Fudan University, Masters in Intellectual Property Law, Law School, Queen Mary University of London, Qualification Certificate for Attorney at Law and Qualification Certificate for Patent Attorney.

### ***Directors Recommendation***

The Board (with Mr Li abstaining), recommends that shareholders vote in favour of the election of Mr Li. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Li's election.

### ***Voting Exclusions***

There are no voting exclusions on this resolution.

## **Resolution 4: Election of Mr Jiang Zhaobai as a Director of the Company**

### ***Background***

Mr Jiang Zhaobai was appointed as a Non-Executive Co-Chairman on 21 April 2017 as a casual vacancy and is eligible for election.

Mr Jiang, an engineer with an EMBA from China Europe International Business School, is Chairman of Shanghai Pengxin Group Co., Ltd. He is also the Executive Chairman of Shanghai Entrepreneurs Association, the Vice President of China Non-governmental Enterprise Directors Association and Economic Advisor to China Development Bank.

Mr Jiang took part in numerous engineering and construction projects following graduation from university in the 1980's. He later founded his own real estate development company in 1988. In 1997, Shanghai Pengxin Group Co., Ltd. was established with Mr Jiang as founding Chairman and he remains in that role to this date.

Under Mr Jiang's leadership, Shanghai Pengxin Group has successfully developed a number of significant property projects, amounting to a total of six million square meters. Starting from real estate development including both residential and commercial as well as the hotel industry, the group has diversified into a range of other sectors including modern agriculture, mining, environmental science & technology and financial investment. The group is now a diversified conglomerate with controlling interests in four listed companies in China.

### ***Directors Recommendation***

The Board (with Mr Jiang abstaining), recommends that shareholders vote in favour of the election of Mr Jiang. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Jiang's election.

### ***Voting Exclusions***

There are no voting exclusions on this resolution.

## **Resolution 5: Election of Ms Stefanie Loader as a Director of the Company**

### ***Background***

Ms Stefanie Loader was appointed as a Non-Executive Director on 1 July 2017 as a casual vacancy and is eligible for election.

Ms Loader is a mining industry executive with broad international experience having worked in exploration, project evaluation and development, mining and corporate roles across seven countries and four continents. Residing in Central West NSW, Stef was most recently Managing Director of Northparkes Copper and Gold Mine for CMOC International. She successfully transformed the business to be one of the lowest cost copper producers globally while also managing the sale and transition of ownership from Rio Tinto to CMOC in 2013-14.

A geologist and statistician by training, Ms Loader began her career as an exploration geologist in Western Australia and was then part of the discovery team for the Khanong copper deposit at Sepon in Laos in the late 1990s. After exploration and evaluation roles in the Americas, Stef was assigned to the office of Rio Tinto Chief Executive in London where she then worked on global exploration strategy and prioritisation as Exploration Executive. Ms Loader also led the development of the Bunder diamond project in India for four years, including the signing of a landmark development agreement with the State of Madhya Pradesh in support of the project.

Ms Loader was elected Chair of the NSW Minerals Council from 2015 to 2017 after serving on the Board as Deputy Chair for two years. She was also a member of the NSW Government's Minerals Industry Taskforce in 2014. Ms Loader was awarded an AICD Australian Government Board Diversity Scholarship and completed the AICD Company Directors Course in 2015.

### ***Directors Recommendation***

The Board (with Ms Loader abstaining), recommends that shareholders vote in favour of the election of Ms Loader. The Chairman of the meeting intends to vote undirected proxies in favour of Ms Loader's election.

### ***Voting Exclusions***

There are no voting exclusions on this resolution.

## **Resolution 6: Re-election of Mr Eric Finlayson as a Director of the Company**

### ***Background***

In accordance with ASX Listing Rule 14.4 and Rule 58 of the Company's Constitution, Directors must retire after the third AGM since they were last elected. Further, in accordance with the Company's Constitution, at the close of each AGM one-third of the Directors, or if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, must retire. The Directors to retire by rotation at the AGM are those Directors who have been longest in office since their last election. Mr Eric Finlayson being eligible, offers himself for re-election.

Mr Finlayson is a geologist with over thirty years' experience in Australia and overseas. Over 25 years with Rio Tinto Mr Finlayson held a number of key executive roles including regional exploration manager for Canada, Director of Exploration for the Australasian region and 5 years as Global Head of Exploration based in London. Mr Finlayson also served as CEO of Rio Tinto Coal Mozambique following Rio Tinto's takeover of Riversdale Mining in 2011. Mr Finlayson is currently President of High Power Exploration Australia.

### ***Board Recommendation***

The Board (with Mr Finlayson abstaining) recommends that shareholders vote in favour of the re-election of Mr Finlayson. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Finlayson's re-election.

### ***Voting Exclusions***

There are no voting exclusions on this resolution.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“AEDT” means Australian Eastern Daylight Time;

“Annual Report” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2017;

“ASX” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“ASX Settlement Operating Rules” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHES approved securities;

“Auditor’s Report” means the auditor’s report on the Financial Report;

“Board” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“Chairman” means the person appointed to chair the Meeting of the Company convened by the Notice;

“CHES” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“Company” means Clean TeQ Holdings Limited ABN 34 127 457 916;

“Constitution” means the constitution of the Company as at the date 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;

“Explanatory Memorandum” means the explanatory memorandum which forms part of the Notice;

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

“Listing Rules” means the Listing Rules of the ASX;

“Meeting” has the meaning given in the introductory paragraph of the Notice;

“Notice” means the Notice of Meeting accompanying this Explanatory Statement;

“Proxy Form” means the proxy form attached to the Notice;

“Remuneration Report” means the remuneration report which forms part of the Directors’ Report of Clean TeQ Holdings Limited for the financial year ended 30 June 2017 and which is set out in the 2017 Annual Report.

“Resolution” means a resolution referred to in the Notice;

“Schedule” means schedule to the Notice;

“Section” means a section of the Explanatory Memorandum;

“Share” means a fully paid ordinary share in the capital of the Company;

“Shareholder” means shareholder of the Company.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

## Vote by Proxy

**CLQ:**

Holder Number:

### Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.



To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser. Voting online is quick and easy to do.

<https://investor.automic.com.au/#!/loginsah>

**STEP 1: Please appoint a Proxy**

### Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of the Company, to be held at **10.00 am (AEDT) on Wednesday, 1 November 2017 at RACV Club, Level 2, 501 Bourke Street, Melbourne, Victoria 3000** hereby:

**Appoint the Chairman of the Meeting (Chair)** OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your 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 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.**

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair 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 the Key Management Personnel, which includes the Chair.

**STEP 2: Voting Direction**

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Election of Mr Jiang Zhaobai as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Michael Spreadborough as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Election of Ms Stefanie Loader as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Li Bingham as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Re-election of Mr Eric Finlayson as a Director of the Company	<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.

**STEP 3**

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Individual or Securityholder 1

Securityholder 2

Securityholder 3




Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017

Email Address .....

## HOW TO COMPLETE THIS PROXY VOTING FORM

### LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10.00am (AEDT) on Monday, 30 October, 2017, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:

 **ONLINE**  
<https://investor.automic.com.au/#/loginsah>



Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their Holder Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on front of the Proxy Voting form.

 **BY MAIL**  
Automic Registry Services  
PO Box 2226  
Strawberry Hills NSW 2012

 **BY HAND**  
Automic Registry Services  
Level 3, 50 Holt Street, Surry Hills NSW 2010

 **ALL ENQUIRIES TO**  
Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

**Joint holding:** Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting 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.

### OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.