



Nido Education Limited

ABN 12 650 967 703

Notice of 2024 Annual General Meeting and Explanatory Memorandum

**The Annual General Meeting is to be held on
Wednesday 8 May 2024 at 10.00am
At level 20, 447 Collins Street, Melbourne VIC 3000
and simultaneously as a virtual meeting**

Important Notice

Shareholders who opted in writing to receive a printed Annual Report will receive this in the mail shortly.

**All shareholders can view the Annual Report either by visiting the Company's website at:
nidoeducation.edu.au**

by visiting the Company's webpage on the ASX website under the ASX Security Code "NDO"

THIS IS AN IMPORTANT DOCUMENT

If you are in doubt as to the action you should take, please consult with your stockbroker, solicitor, accountant, bank manager or other professional adviser immediately

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IMPORTANT NOTICE

(a) General

You should read this Notice of Annual General Meeting and accompanying Explanatory Statement in its entirety before making a decision on how to vote on the Resolutions set out in the Notice. The Notice is contained on page 4 and the Explanatory Statement on page 9 and the proxy form for this AGM accompanies this Booklet.

(b) Defined Terms

Capitalised terms in this Booklet are defined either in the Glossary or where the relevant term is first used.

(c) Purposes of the Explanatory Statement

The purposes of the Explanatory Statement which forms part of the Notice of Annual General Meeting are to:

- (a) explain the terms and effect of each Resolution to Shareholders;
- (b) explain the manner in which each Resolution is to be considered and, if approved, implemented; and
- (c) provide such information as is prescribed by the Corporations Act, Corporations Regulations and ASX Listing Rules or as is otherwise material to the decision of Shareholders about how to vote on the Resolutions.

(d) Investment Decisions

This document does not take into account the investment objectives, financial situation or particular needs of any Shareholder or any other person. This document should not be relied on as the sole basis for any investment decision in relation to Shares. Shareholders should consider obtaining independent advice before making any decision in relation to the Resolutions. The Company is not licensed to provide financial product advice in relation to its Shares or any other financial products.

(e) Forward Looking Statements

Certain statements in this document relate to the future. Such statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company to be materially different from expected future results, performance or achievements expressed or implied by such statements. Such risks, uncertainties and other important factors include among other things, general economic conditions, specific market conditions, exchange rates, interest rates and regulatory changes. These statements reflect the expectations of relevant parties only as of the date of this Booklet.

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(f) Glossary - In this document, including in the Notice:

AGM means the annual general meeting of Nido Shareholders, notice of which is given in the Notice.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given in Division 2 of Part 1.2 of the Corporations Act as if section 12(1) of that Act included a reference to this document and the Company was the designated body.

ASX means ASX Limited ACN 008 624 691 or the financial market known as the Australian Securities Exchange that it operates, as the context requires.

ATO means the Australian Taxation Office.

Auditor means the Company's auditor, KPMG Australia.

Board means the board of Directors of the Company.

Booklet means this Booklet, comprising the Notice of Annual General Meeting and the Explanatory Statement.

Business Day has the meaning given in the Listing Rules.

Company or Nido means Nido Education Limited ACN 650 967 703.

Constitution means the constitution of the Company.

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

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

Director means a director of the Company.

Eligible Shareholder means a Shareholder registered as such on the Record Date.

Employee Share and Option Plan or Plan means the Company's Employee Share and Option Plan.

Explanatory Statement means the explanatory statement contained in this Booklet in relation to the Resolutions to be considered at the AGM and which accompanies and forms part of the Notice.

Listing Rules means the Listing Rules of ASX.

Non-Executive Director means a Director other than Mr Mathew Edwards.

Notice means the notice of AGM contained in this Booklet.

NPAT means net profit after tax.

Ordinary Share or Share means a fully paid ordinary share in Nido.

Ordinary Shareholder or Shareholder means a holder of at least one Ordinary Share.

Participant means a participant for the time being in the Plan.

Performance Right means an entitlement of a Participant to receive an Ordinary Share, subject to the satisfaction of applicable vesting conditions and performance hurdles.

Register of Members means the register of members of the Company.

Relevant Interest has the meaning given to that term in the Corporations Act.

Resolutions means the resolutions set out in the Notice.

Share Registry means the share registry engaged by the Company to maintain the Register of Members, being Computershare Investor Services Pty Ltd.

Voting Entitlement Time means 10.00am Melbourne time on 6 May 2024.

Voting Exclusion Statement means a statement set out in the Notice in this Booklet under the heading 'Voting Exclusion Statement'.

A reference to **dollars, \$, AUD, cents, A\$ or \$A** is to the lawful currency of Australia.

Nido Education Limited

ABN 12 650 967 703

Notice of Annual General Meeting

Notice is given that the 2024 Annual General Meeting (**AGM** or **Meeting**) of Nido Education Limited (**Company**) will be held on:

Date: Wednesday 8 May 2024

Time: 10.00am

The AGM will be held as a hybrid meeting (in-person and online).

Shareholders and/or their proxies can attend in person at the location of the meeting or can attend virtually using the technology links outlined in the Explanatory Memorandum.

ORDINARY BUSINESS

1 Financial Statements and Reports

To receive and consider the Consolidated Financial Report and the Reports of the Directors and of the Auditor for the financial year ended 31 December 2023 which are contained in the 2023 Annual Report.

2 Re-Election of Director

To consider and, if thought fit, pass the following resolutions:

Resolution no. 1 – Mr Mark Kerr

“That Mr Mark Kerr, a Director retiring in accordance with the ASX Listing Rule requiring at least one director stand for re-election, being eligible and having offered himself for re-appointment, is re-appointed as a Director of the Company”.

3. Adoption of Remuneration Report

Resolution no. 2

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

“That the Remuneration Report for the year ended 31 December 2023 as disclosed in the Directors’ Report be adopted”.

Note – the vote on this resolution is advisory only and does not bind the Directors or the Company.

4. Appointment of Auditor

Resolution no. 3

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

“That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and all other purposes, KPMG Australia, having consented in writing to act as auditor, be appointed as the auditor of the Company.”

Dated: 5 April 2024

BY ORDER OF THE BOARD

Tony Amato
Company Secretary

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NOTES:**1 Voting Entitlements**

The Board of Directors of the Company, pursuant to Section 1074E(2)(g) of the *Corporations Act 2001*, Regulation 7.11.37 of the *Corporations Regulations 2001* and ASX Settlement Operating Rule 5.6.1, and as the convenor of the meeting, has determined that the Shareholding of each Shareholder for the purpose of ascertaining voting entitlements for the AGM will be as it appears on the Register of Shareholders at 7.00 p.m. Melbourne time on 7 November 2023.

2 Voting in person

Shareholders wishing to vote in person or their attorneys or, in the case of a Shareholder or proxy which is a corporation, corporate representatives, should participate in the virtual AGM by logging in online at: <https://meetnow.global/MKCFLC7>.

Shareholders, their attorneys or in the case of Shareholders or proxies which are corporations, corporate representatives, who plan to participate in the virtual AGM should log in online 15 minutes prior to the time designated for the commencement of the AGM, if possible, to register and to obtain a Voting Card.

Voting by attorney

If a Shareholder executes or proposes to execute a document, or do any act, by or through an attorney which is relevant to that Shareholder's Shareholding in the Company, that Shareholder must deliver the instrument appointing the attorney to the Share Registry for notation.

Shareholders wishing to vote by attorney at the AGM must, if they have not already presented an appropriate power of attorney to the Company for notation, deliver to the Share Registry the original instrument appointing the attorney or a certified copy of it by 4.15 pm on 7 November 2023.

Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Shareholder is lodged with the Company.

Corporate Shareholders and Proxies

Corporate shareholders and proxies wishing to appoint a representative to attend and vote at the meeting on their behalf must provide the representative with:

- (a) a properly executed letter or certificate authorising the person to act as the corporate shareholder's or proxy's representative; or
- (b) a copy of the resolution of the corporate shareholder or proxy appointing the representative, certified by a secretary or director of the shareholder or proxy.

3 Proxies

A member entitled to attend and vote at the AGM is entitled to appoint not more than two proxies. If two proxies are appointed, each proxy may be appointed to represent a specific proportion or number of the member's voting rights. If no proportions are specified, each proxy may exercise half the available votes. A proxy need not be a member of the Company. A proxy may be an individual or a body corporate.

You may appoint a proxy to vote on your behalf by either:

- completing and returning the proxy form which accompanies this document; or
- appointing a proxy online via www.investorvote.com.au by following the instructions on that website.

For your proxy appointment to be effective:

- your proxy form must be received by the Share Registry (whether by mail, by fax, or by lodging your proxy form online) by 10.00am (Melbourne time) on 6 May 2024; or
- if you choose to appoint a proxy online – this appointment must be done by 10.00am (Melbourne time) on 6 May 2024.

3 Explanatory Statement

An explanation of each resolution is included in the accompanying Explanatory Statement. The Explanatory Statement forms part of the notice of meeting.

4 Guide to participating in the virtual AGM

In order to watch and participate in the virtual AGM, please follow the steps below:

Before you begin

Ensure your browser is compatible. You can easily check your current browser by going to the website: whatismybrowser.com

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 "Mavericks" & OS X v10.10 "Yosemite" and after
- Microsoft Edge 92.0 and after

The AGM is viewable from desktop and laptop computers. To attend and vote at the AGM you must have your Shareholder number and postcode. If you are an appointed proxy you will need your proxy number which will be provided to you by the Share Registry via email prior to the AGM. Please make sure you have this information before proceeding.

Step 1

Open your web browser and go to the following link:

<https://meetnow.global/MKCFLC7>

Step 2

You will need to log into the portal using your SRN/HIN and postcode. Once you have logged in you will see the presentation slides that will be addressed during the AGM. Note, the webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

Note: Registration for the AGM opens 30 minutes before the AGM is scheduled to begin.

Navigating

At the top of the webpage over the presentation there are three boxes. Refer to each section below for operating instructions:

- Vote
- Q & A
- Documents

Get a voting card

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen. To vote, select your voting direction. A tick will appear to confirm receipt of your vote. To change your vote, select 'Click here to change your vote' and press a different option to override.

How to ask a question

To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'. To ask a verbal question, follow the instructions on the virtual meeting platform.

Note: Only Shareholders are eligible to ask questions.

Documents

If you would like to refer to the notice of AGM or Explanatory Statement at any stage during the AGM, you can do so by clicking the 'Documents' link and then clicking the 'Notice of Meeting' link.

When you click on these links the file will open in another tab in your browser.

Closing of voting process

You will be notified prior to the closing of the voting process.

5 Remuneration Report

As a company recently admitted to the ASX, there has been no prior voting required for the Remuneration Report.

6 Voting Exclusion and Restriction Statements

There are no voting exclusions in relation to Election of Directors and Auditor Appointment (resolutions no.s 1, 2, 3 and 5).

Voting exclusions apply in relation to voting on the Remuneration Report (resolution no. 4).

The Company will disregard all votes cast on the resolution to adopt the Remuneration Report by or on behalf of:

- a member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report (**KMP**); and
- a closely related party of a KMP, whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast on the resolution by a KMP or a closely related party of a KMP if:

- the vote is cast as a proxy;
- the proxy:
 - is appointed by writing that specifies how the proxy is to vote on the resolution; or
 - is the chair of the meeting and the appointment of the chair as proxy; and
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company; and
- the vote is not cast on behalf of a member of the key management personnel of the Company or a closely related party of such a member.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include directors (both executive and non-executive) and certain senior executives.

A closely related party of a member of key management personnel is defined as:

- (a) a company the member controls;
- (b) the member's spouse, child or dependant or a child or dependant of the member's spouse; or
- (c) anyone else who is one of the member's family and may be expected to influence or be influenced by, the member in the member's dealings with the Company.

You may be liable for breach of the voting restrictions in the Corporations Act if you cast a vote that the Company must disregard.

7 Undirected Proxies

The chairman of the Company or if the chairman is not present at the meeting or unable or unwilling to act, another director will be appointed to chair the meeting.

The chairman of the meeting will vote all available undirected proxies in favour of on resolutions 1, 2, and 4 and will vote abstain any undirected proxies for resolution 3.

The Company recommends that shareholders who submit proxies should consider giving 'how to vote' directions to their proxyholder on each resolution.

8 Voting – General Comment

Each resolution will be moved, and then will be open to the meeting for discussion.

Following the completion of discussions the Chairman will inform the meeting of the details of the valid proxy voting received by the Company. The resolutions will then be put to the vote.

Voting at the AGM will be conducted by poll.

9 Questions and Comments by Members and Proxyholders at the AGM

Similarly, a reasonable opportunity will be given to shareholders and proxyholders to ask the Company's Auditor, questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditors' Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the Auditor via the Company, no later than 5 business days before the meeting, if the question is relevant to the content of Audit Report or the conduct of its audit of the Company's Financial Report for the year ended 31 December 2023.

Relevant written questions for the Auditor must be received no later than 5.00pm (Melbourne time) on 1 May 2024. A list of those relevant written questions will be made available to shareholders attending the AGM. KPMG Australia will either answer the questions at the meeting or table written answers to them at the AGM. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the AGM.

Please send any written questions for the Auditor to the Company to **Nido Education Limited, Suite 3, 1 Park Avenue, Drummoyne NSW 2027**, or email to ir@nido.edu.au by no later than 5.00pm (Melbourne time) on 1 May 2024.

Nido Education Limited

ABN 12 650 967 703

Explanatory Statement

*This Explanatory Statement accompanies and forms part of the
Notice of Annual General Meeting dated 5 April 2024*

ORDINARY BUSINESS

Item 1 - Receive and Consider the Financial and Other Reports

This item of business is intended to provide members with the opportunity to raise and discuss any matter on the reports themselves and on the performance of the Company generally.

Item 2 – Re-election of Director (Resolutions 1)

First appointed to the Board on 2nd June 2023.

Under ASX Listing Rule 14.5 the Company must hold an election or re-election of at least one director at its AGM. Consequently, Mr Kerr, has made himself available for re-election at this AGM.

Information about background and experience of Mr Kerr are set out in the Director's Report on page 3 of the Financial Statements within the Annual Report and also available on the Company's website.

Mr Kerr is also a director of Cryosite Limited (ASX: CTE) and as disclosed within the financial statements has direct interest in 745,099 options in the Company (exercisable at \$0.96) and an indirect interest in 1,983,866 ordinary shares in the Company as disclosed in the Annual Report.

Item 3 - Adoption of the Remuneration Report (Resolution 2)

The Company must put to a vote a resolution to adopt the Remuneration Report as disclosed in the Directors' Report. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Directors' Report must include a Remuneration Report containing prescribed information about the Board's policy for determining the nature and amount of the remuneration of Directors and other key management personnel. The Remuneration Report must also explain the relationship between the remuneration policy of the Board and the Company's performance. The Remuneration Report of the Company for the year ended 31 December 2023 is set out in of the Directors' Report as incorporated into the Company's Annual Report.

The vote on this resolution is advisory only and non-binding. However, if at least 25% of the votes cast on the resolution are voted against the Remuneration Report at the meeting (a "first strike"), then:

- (a) if comments are made on the report at the meeting, the Company's Remuneration Report for the following financial year will be required to include an explanation of the board's proposed action in response or, if no action is proposed, the board's reasons for this; and
- (b) if at the following year's annual general meeting, at least 25% of the votes cast on the resolution for the adoption of the Remuneration Report for that year are against adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting be called to consider the election of directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the directors (other than the managing director, if any) will cease to hold office at a subsequent general meeting (**Spill Meeting**), unless re-elected at that meeting; such meeting to be held within 90 days of the Annual General Meeting (AGM) that passed the Spill Resolution.

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If at the Spill Meeting, the resolutions are all passed against re-electing the relevant directors, the legislation includes a mechanism to ensure the Board continues with the statutory required minimum of 3 directors. After the managing director, the remaining two positions will be filled by the directors whose re-election resolutions at the Spill Meeting received the highest percentage of votes in favour of re-election. If the number of votes is the same for two directors, the Managing Director and any other director whose re-election has been confirmed at this Spill Meeting, can choose who is to become the third director, with such appointment to be confirmed by shareholders at the 2024 AGM.

As a company recently admitted to the ASX, there has been no prior voting required for the Remuneration Report.

The resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the meeting. As noted above the Remuneration Report is set out in the Directors' Report contained in the Company's Annual Report.

The report:

- explains the Board's policies in relation to the nature and level of remuneration paid to directors, secretaries and senior managers within the Nido Education Limited group;
- discusses the link between the Board's policies and the Company's performance;
- provides a detailed summary of performance conditions, explaining why they were chosen and how performance is measured against them;
- identifies the companies that the Company's performance is measured against for the purpose of its long-term incentive plan;
- sets out remuneration details for each director and for each member of the Company's senior executive management team; and
- makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors;

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

Item 4 – Appointment of Auditor (Resolution 3)

Under the Corporations Act, shareholder approval is required for the appointment of the auditor.

The Board selected KPMG Australia to be appointed as the new auditor of the Company and its controlled entities and KPMG Australia has consented to this appointment. ASIC consented to the appointment of KPMG Australia and KPMG Australia completed the audit of the financial statement for the year ended 30 June 2023.

Ratification of the Board's appointment of KPMG Australia as auditor is required by Shareholders.

In the event that Shareholders do not ratify this decision, the Board will seek and appoint an alternative to KPMG Australia and put forward the alternative for Shareholder approval at the first Shareholder meeting convened thereafter.



NIDO EDUCATION LIMITED
ACN 650 967 703

NDO

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

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) on Monday, 6 May 2024.**

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 and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at 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: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to 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.



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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

XX

I/We being a member/s of Nido Education 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 Annual General Meeting of Nido Education Limited to be held at Level 20, 447 Collins St, Melbourne, VIC 3000 and as a virtual meeting on Wednesday, 8 May 2024 at 10:00am (AEST) 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 2 (except where I/we have indicated a different voting intention in step 2) even though Resolution 2 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 2 by marking the appropriate box in step 2.

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.

	For	Against	Abstain
Resolution 1 Re-election of Mr Mark Kerr as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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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.

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

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

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

