

IGNITE LIMITED

ABN 43 002 724 334

NOTICE OF ANNUAL GENERAL MEETING

to be held at 10:00am (AEDT) on
Tuesday 21 November 2023
At Level 3, 60 Carrington Street
Sydney, NSW, 2000

Shareholders who have elected not to receive a printed copy of the Company's 2023 Annual Report may obtain a copy from the Company's website www.igniteco.com under "Investor Information".

Ignite Limited

ABN 43 002 724 334

notice is hereby given that the Annual General Meeting ("the Meeting" or the "AGM") of Ignite Limited ("the Company") will be held at 10:00am (AEDT) on Tuesday 21 November 2023 at Level 3, 60 Carrington Street, Sydney, NSW, 2000.

Important Information regarding the holding of, and attendance, at the Meeting.

The Annual General Meeting will be a physical meeting only, as permitted under the provisions of the Company's constitution ("Constitution").

Shareholders are encouraged to lodge a proxy form to vote at the AGM at least 48 hours before the Meeting or lodge your vote on-line prior to the Meeting if you do not intend to attend the Meeting.

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ORDINARY BUSINESS

Consideration of Financial Report

To consider the Financial Report and the reports of the Directors and Auditors for the year ended 30 June 2023.

Neither the Corporations Act 2001 (Cth) ("Corporations Act") nor the Company's Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given the opportunity to ask questions or make comments on the reports and statements at the Meeting.

Resolution 1 Re-election of Mr Garry Sladden

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

"That Mr Garry Sladden, being a Director of the Company, retires in accordance with the Constitution and the ASX Listing Rules and, being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting."

Resolution 2 Adoption of Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution as an **ordinary resolution**:

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors' Report of the Company for the year ended 30 June 2023, be adopted, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting."

Resolutions 3 and 4 relate to the nominations by Octavium Capital Investments Pty Ltd ATF OC20181 Trust, a substantial shareholder in the Company, of persons to be considered for election as directors of the Company .

Note: Although the nomination refers to a company that is de-registered, Ignite Pty Ltd (and not Ignite Limited) and refers to the 2022 AGM (not the 2023 AGM), the Board have, in good faith, accepted the nominations as the intention is otherwise clear.

Resolution 3 Election of Mr Daniel Altiok Brown

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

"That, Mr Daniel Altiok Brown be elected as a Director of the Company.

Resolution 4 Election of Mr Trevor Robertson

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

"That, Mr Trevor Robertson be elected as a Director of the Company.

CONTINGENT BUSINESS

Resolution 5 Spill Resolution

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

"That, subject to and conditional on at least 25% of the votes validly cast on resolution 2 to adopt the Remuneration Report for the year ended 30 June 2023 being cast against the adoption of the report:

(a) an extraordinary general meeting of the Company ("spill meeting") be held within 90 days of the passing of this resolution;

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(b) Mr Garry Sladden, Ms Jennifer Elliott and Mr Cameron Judson, being the Directors when the resolution to make the Directors' Report for the year ended 30 June 2023 considered at the 2023 Annual General Meeting, cease to hold office immediately before the end of the spill meeting; and

(c) resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to a vote at the spill meeting."

A handwritten signature in black ink, appearing to read 'I. Gilmour', with a long horizontal stroke extending to the right.

Ian Gilmour
Company Secretary
4 October 2023

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VOTING EXCLUSION

In accordance with the Corporations Act and the ASX Listing Rules, the Company makes the following statement:

Resolution 2: Adoption of Remuneration Report

Resolution 5: Spill Resolution

The Company will disregard any votes cast on Resolutions 2 and 5:

- a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of that member of the Key Management Personnel, regardless of the capacity in which the vote is cast; or
- b) as a proxy by a member of the Key Management Personnel at the date of the meeting, or a closely related party of that member of the Key Management Personnel, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:
 - (i) in accordance with their directions of how to vote as set out in the proxy appointment; or
 - (ii) by the chair of the Meeting pursuant to an express authorisation on the relevant proxy form to exercise the proxy as the chair of the Meeting thinks fit.

EXPLANATORY NOTES

This Explanatory Memorandum has been prepared for the shareholders of the Company to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Tuesday 21 November 2023. Shareholders are encouraged to read this document in full.

All resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried

All resolutions will be determined by way of a poll.

Shareholders may cast their vote in any of the following ways:

1. Submitting a proxy form to be received by Computershare at least 48 hours prior to the commencement of the Meeting.
2. Lodging their vote on-line (via appointment of a Proxy) prior to the Meeting as detailed on the Proxy document.

If appropriate, and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like to raise at the Meeting.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor, PKF, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor. If you would like to submit a written question to PKF before the Meeting on any of the foregoing matters, please send your question(s) to the Company Secretary, Ian Gilmour, at AGM@igniteco.com before 14 November 2023.

If you have a more general issue or question that you would like discussed at the Meeting, please write to the Company Secretary at the above email address.

How will the Chairman vote as proxy if the shareholder has not directed the Chairman to vote?

The Chairman intends to vote in **favour** of Resolutions 1 and 2, and **against** Resolutions 3, 4 and 5. If a shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on a Resolution then, if that shareholder is entitled to vote on that Resolution, the Chairman will vote in **favour** of Resolution 1 and 2, including the Resolution to adopt the Remuneration Report, and **against** Resolutions 3, 4 and 5

Resolution 1 – Re-election of Mr Garry Sladden as a Director

Pursuant to Clause 6.3(b) of the Constitution and the ASX Listing Rules, Mr Garry Sladden will retire and seek re-election as a Director.

During the last three years Garry has not been a director of any other listed company.

He is currently Chairman of Star Car Wash and Café Holdings Pty Ltd.

Garry is Chairperson of the Company, Chairperson of the Board Remuneration and Nomination Committee and a member of the Board Audit, Risk and Compliance Committee.

Recommendation

The Board, other than Mr Sladden, recommends the re-election of Mr Sladden as a Director for the following reasons:

- Mr Sladden has a deep understanding of the company and has been instrumental in overseeing programs to reduce costs as an element in seeking to drive shareholder value.
- He managed the company through COVID such that it is now in the position to grow.
- Difficult decisions have had to be made and have been made for the benefit of the company going forward including the sale and closure of businesses and changes of management.
- Having managed the business for a period of time, it enabled him to gain a knowledge of the strengths and weaknesses of the Company that Chair's often do not have.
- Mr Sladden has the support of the Board.

Resolution 2 - Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 30 June 2023.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and executives (which includes Key Management Personnel) of the Company. The Remuneration Report can be located in the Company's Annual Report on pages numbered 11-15. The Annual Report is available online at www.igniteco.com under "Investor Information".

The Resolution is advisory only and does not bind the Company or its Directors. However, the Board will consider the outcome of the vote and comments made by shareholders at the Meeting on the Remuneration Report when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs (this AGM) 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 stand for re-election. The Company encourages all shareholders to vote on Resolution 2 (Adoption of the Remuneration Report).

Since the last General Meeting, the Board has not received any comments on the contents of the Remuneration Report that was presented at last year's AGM. Since the release of the FY23 Annual Report, the Board has not received any comments on the contents of the FY23 Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 2. If the Chairman of the Meeting is appointed as your proxy and you have not directed the Chairman how to vote on Resolution 2 by signing and returning the Proxy Form, the shareholder is considered to have provided an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's expressed intention.

Recommendation

The Board recommends that shareholders approve the adoption of the Remuneration Report for the year ended 30 June 2023.

Resolutions 3 and 4 relate to the nominations by Octavium Capital Investments Pty Ltd ATF OC20181 Trust, a substantial shareholder in the Company, of persons to be considered for election as directors of the Company.

Note: Although the nomination refers to a company that is de-registered, Ignite Pty Ltd (and not Ignite Limited) and refers to the 2022 AGM (not the 2023 AGM), the Board have, in good faith, accepted the nominations as the intention is otherwise clear.

Resolution 3 Election of Mr Daniel Altiok Brown

Octavium Capital Investment Pty Ltd ATF OC20181Trust ("Octavium") has nominated Mr Daniel Altiok Brown to be appointed a director of the Company. The nomination and consent to act as a director is attached as Appendix A.

Board Recommendation

The Board strongly recommends that shareholders vote against this resolution. The reasons have not changed to those provided to shareholders on a similar resolution put to shareholders at a General Meeting called by Octavium held on 28 April 2022 and the AGM held on 22 November 2022.

Resolution 4 Election of Mr Trevor Robertson

Octavium Capital Investment Pty Ltd ATF OC20181Trust ("Octavium") has nominated Mr Trevor Robertson to be appointed a director of the Company. The nomination and consent to act as a director is attached as Appendix A.

Board Recommendation

The Board strongly recommends that shareholders vote against this resolution. The reasons have not changed to those provided to shareholders on a similar resolution put to shareholders at a General Meeting called by Octavium held on 28 April 2022 and the AGM held on 22 November 2022.

CONTINGENT BUSINESS

Resolution 5 - Spill Resolution

Background

Under the Corporations Act, if 25% or more of eligible votes are cast against the adoption of the Remuneration Report at two consecutive AGMs, the shareholders at the second AGM are required to vote on a resolution ("spill resolution") that another shareholder meeting ("spill meeting") be held within 90 days of the AGM at which the Directors (other than the Managing Director) when the resolution to make the Directors' Report was passed, cease to hold office, but they may stand for re-election.

Comment on the 25% Vote against the 2022 Remuneration Report

Despite the Company not receiving any comments regarding the FY22 Remuneration report, at the Company's 2022 AGM, more than 25% of the eligible votes were cast against the adoption of the Remuneration Report.

The Directors were obliged to consider objections to the 2022 Remuneration Report when preparing the 2023 Remuneration Report. There were none and no objections were received since the meeting (or since the release of the 2023 Annual Report).

Spill Resolution

If 25% or more of the eligible votes cast at this AGM are against Resolution 2, the spill resolution must be considered and voted on by the shareholders at this AGM.

If less than 25% of the eligible votes cast are against the adoption of the Remuneration Report, the spill resolution will not be put to the Meeting.

If the spill resolution is put and more than 50% of the eligible votes cast are in favour of the resolution, the Company will hold the spill meeting within 90 days (by 21 February 2024). Mr Sladden, Ms Elliott and Mr Cameron Judson will cease to hold office immediately prior to the end of that meeting but will be eligible to stand for re-election.

Board Recommendation

The Board **recommends that, if the spill resolution is put, shareholders vote AGAINST it.**

In the Board's view, there is no demonstrated basis for a spill meeting and it would be extremely disruptive to the Company.

The statutory policy to provide a spill resolution is based on communicated dissatisfaction with or an objection to some aspect of the Remuneration Report that has not been corrected or dealt with by the Company.

No such dissatisfaction or objection has been communicated to the Company.

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NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 10.00am (AEDT) on Sunday 19 November 2023 - ie 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax as follows:

Computershare Investor Services Pty Limited

Mailing address: GPO Box 242, Melbourne VIC 3001

Fax: (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

Web: www.investorvote.com.au and follow the instruction provided

For custodians – who are subscribers of Intermediary Online, please submit your votes electronically via www.intermediaryonline.com

6. A corporate shareholder entitled to attend and vote at the Meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

The Company will accept the original appointment, a certified copy of the appointment or a certificate from the corporate shareholder giving notice of the appointment as satisfactory evidence of the appointment.

You must lodge your body corporate representative appointment document before the Meeting.

7. For the purposes of the Meeting, persons on the register of members as at 7:00pm (AEDT) on Sunday 19 November 2023 will be treated as members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.



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Need assistance?



Phone:

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

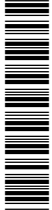


Online:

www.investorcentre.com/contact

IGN

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



Ignite Limited Annual General Meeting

The Ignite Limited Annual General Meeting will be held on Tuesday, 21 November 2023 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEDT) Sunday, 19 November 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 3, 60 Carrington Street, Sydney, NSW, 2000

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.



ABN 43 002 724 334

IGN

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 (AEDT) Sunday, 19 November 2023.**

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:

XX

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: I999999999

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.

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 Ignite 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 Ignite Limited to be held at Level 3, 60 Carrington Street, Sydney, NSW, 2000 on Tuesday, 21 November 2023 at 10:00am (AEDT) 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 & 5 (except where I/we have indicated a different voting intention in step 2) even though resolution 2 & 5 are 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 & 5 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.

		Board Recommendation	For	Against	Abstain
Resolution 1	Re-election of Mr Garry Sladden	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of Remuneration Report	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Daniel Altiock Brown	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Mr Trevor Robertson	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Spill Resolution	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** on Resolutions 1 and 2 and **AGAINST** on Resolutions 3, 4 and 5. 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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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





ABN 43 002 724 334

IGNRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Ignite Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Ignite Limited