

IGNITE LIMITED

ABN 43 002 724 334

NOTICE OF ANNUAL GENERAL MEETING

to be held at 10:00am (AEDT) on
Tuesday 22 November 2022
At Computershare, Level 3, 60 Carrington Street
Sydney, NSW, 2000

Shareholders who have elected not to receive a printed copy of the Company's 2022 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 22 November 2022 at Computershare, 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 physical meeting only in accordance with 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 2022.

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 Election of Mr Cameron Judson

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

"That Mr Cameron Judson, being a Director of the Company, retires in accordance with the Constitution and the ASX Listing Rules and, being eligible, offers himself for election, be 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 2022, be adopted, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting."

Resolution 3 Amendment to Constitution

To consider and, if thought fit, pass the following resolution as a **special resolution**:

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the amendment of the Company's Constitution as set out in the explanatory notes to resolution 3 in the notice of meeting."

Resolution 4 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 5 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."



Ian Gilmour
Company Secretary
11 October 2022

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

The Company will disregard any votes cast on Resolution 2:

- 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 22 November 2022. Shareholders are encouraged to read this document in full.

Four 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. The third resolution to be voted on, to amend the Constitution, requires a majority of 75% 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 15 November 2022.

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 3 and **against** Resolutions 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 Resolutions 1, 2 and 3, Resolution 2 being to adopt the Remuneration Report, and **against** Resolutions 4 and 5.

Resolution 1 - Election of Mr Cameron Judson as a Director

Pursuant to Clause 6.3(e) of the Constitution and the ASX Listing Rules, Mr Cameron Judson will retire and seek election as a Director.

Cameron is a board member and executive with over 30 years leadership experience across a range of industries, including transport and logistics, security, recruitment, human capital, professional services, intellectual property, real estate, HR technology, human services and education.

Cameron was most recently Chief Executive Officer and Managing Director of Angus Knight Group. He was previously Chief Executive Officer of McGrath Limited (ASX: MEA), and prior to that Chief Executive Officer and Managing Director of Chandler Macleod Group Limited (ASX: CMG) from 2012 to 2015, which at that time was Australia's second largest staffing company. In his earlier career, Cameron held senior executive roles at UTC Fire & Security and TNT Express.

During the last three years Cameron has been a director of listed companies QANTM IP Limited (ASX: QIP) and Limeade (ASX: LME).

Cameron holds a Bachelor of Arts from the University of NSW and a Master of Business Administration from the Australian Graduate School of Management.

Cameron is a member of the Board Audit, Risk and Compliance Committee and a member of the Board Remuneration and Nomination Committee.

Recommendation

The Board recommends that shareholders approve the election of Mr Cameron Judson as a Director for the following reasons:

1. Experience in large Australian listed companies at a senior level including in recruitment.
2. Brings fresh perspective and ideas to the Board.
3. Since being appointed a director by the Board in March 2022, he has already made significant contributions to the Board and to its considerations.
4. He is well qualified to strongly participate at the Board and committee levels.
5. Independent non-executive director with no links to any shareholder or executive.

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 2022.

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 11-16. 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.

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 intention.

Recommendation

The Board recommends that shareholders approve the adoption of the Remuneration Report for the year ended 30 June 2022.

Resolution 3 – Amendment to Constitution

Background

A company may modify or repeal its constitution or a provision of its constitution by special resolution of its shareholders under section 136(2) of the Corporations Act. Resolution 4 is a special resolution which will enable the Company to amend its Constitution as described below.

Under the Constitution, the Company is only expressly authorised (subject to certain exceptions) to hold General Meetings of Shareholders either physically in one location, or through the use of technology that links more than one physical location. During the course of the COVID-19 pandemic, various temporary measures were implemented by the Commonwealth Government and regulatory authorities in order to facilitate hybrid and virtual general meetings. Most recently, through until June 2022 the Australian Securities and Investments Commission ("ASIC") released a "no action determination" that permitted companies to hold virtual meetings even if a particular entity was not expressly permitted to do so under its constitution. This relief has now expired.

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From 1 April 2022, the Corporations Act was amended to allow companies to hold general meetings of members:

- at one physical location;
- in a hybrid format, allowing members to attend at a physical location or to join the meeting virtually; or
- entirely virtually (subject to the constitution providing for this option).

Your Board believes that it is in shareholders' interests, that the Board has the flexibility to either hold physical, virtual, or hybrid meetings in the future. The proposed amendment to the Constitution, as set out below, will achieve this flexibility in compliance with the new requirements under the Corporations Act.

The Company seeks shareholder approval for the purposes of section 136(2) of the Corporations Act, and for all other purposes, to amend the Constitution by deleting article 5.5 and replacing it with a new article 5.5 as follows:

5.5 Conduct of meetings

- (a) *The board of Directors may conduct meetings of Members in two or more places, and in any manner that the board of Directors considers fit (including by using any virtual meeting technology) provided that:*
- (i) *the Eligible Members, as a whole, are afforded a reasonable opportunity to participate in the meeting;*
 - (ii) *any virtual meeting technology used to enable Eligible Members to participate in the meeting is reasonably secure and provides reasonable measures for the verification of Eligible Members who are entitled to:*
 - (A) *attend the meeting; and*
 - (B) *vote on resolutions that are put to the Eligible Members at the meeting; and*
 - (iii) *the conduct of the meeting of Members reasonably facilitates the participation of Eligible Members in the meeting, including but not limited to affording Eligible Members the ability to ask questions and vote at the meeting.*
- (b) *For the purposes of this Article 5.5:*
- (i) *'virtual meeting technology' means any technology that allows a person to participate in a meeting without being physically present at the meeting;*
 - (ii) *the place of the meeting of Members will be the physical venue as set out in the notice of meeting or, if the meeting is held only using virtual meeting technology, the registered office of the Company; and*
 - (iii) *a Member who attends the meeting (whether at a physical venue or by using virtual meeting technology) is taken for all purposes to be present in person at the meeting while attending.*

The resolution to amend the Constitution is a special resolution which requires a 75% majority of those shareholders eligible to vote casting their vote in favour of the resolution.

Board Recommendation

The Board recommends that shareholders vote in favour of the resolution.

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Resolution 4 Election of Mr Daniel Altiok Brown

Octavium Capital Investment Pty Ltd ATF for OC20181Trust ("Octavium") has nominated Mr Daniel Altiok Brown to be appointed a director of the Company. The nomination, consent to act as a director and a letter to shareholders 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, except that Mr Altiok Brown (and Mr Robertson) now wish to be paid director fees.

Resolution 5 Election of Mr Trevor Robertson

Octavium Capital Investment Pty Ltd ATF for OC20181Trust ("Octavium") has nominated Mr Trevor Robertson to be appointed a director of the Company. The nomination, consent to act as a director and a letter to shareholders 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, except that Mr Robertson (and Mr Altiok Brown) now wish to be paid director fees.

Mr Fred van der Tang

Pursuant to Clause 6.3(b) of the Constitution and the ASX Listing Rules, Mr Fred van der Tang will retire as a Director at the AGM and, as announced to ASX, he has advised that he will not seek re-election.

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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 20 November 2022 - 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 20 November 2022 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.



The Directors and Company Secretary
Ignite Limited
L28, 161 Castlereagh St,
Sydney NSW 2000

3rd October 2022

Dear Sirs/Madam,

Octavius Capital Investment Pty Ltd ATF OC20181 Trust representing just under 25% of the voting shares in Ignite Pty Ltd hereby nominate as directors at the upcoming Ignite Pty Ltd 2022 AGM;

1. Trevor Robertson
2. Daniel Altiok Brown

We enclose the following documents;

1. Consent to act as Director of Ignite Ltd signed by Daniel Altiok Brown; and
2. Consent to act as Director of Ignite Ltd signed by Trevor Robertson.
3. Letter to Ignite Pty Ltd shareholders.

Yours Sincerely,

A handwritten signature in black ink, appearing to read 'DA', followed by a period.

Daniel Altiok Brown

Executive Director

Octavius Capital Investment Pty Ltd ATF for OC20181 Trust





Consent to act as Director of Ignite Ltd form signed by Daniel Altiok Brown.

CONSENT TO ACT AS DIRECTOR of IGNITE LTD.

(Private information deleted)

Signed

A handwritten signature in black ink, appearing to be 'DA' followed by a flourish.

Daniel Altiok Brown

Date: 3/10/2022

Daniel Altiok-Brown in brief :

- Daniel Altiok Brown B.Bus UTS – AICD - GAICD is the executive director of Octavium Capital Pty Ltd and Octavium Capital Investment Pty Ltd, the second largest IGN shareholder. Daniel has been a substantial shareholder in Ignite since 2018 and holds a current shareholding in Ignite Ltd of ~24.3%.
- Octavium Capital is private capital fund since 2009 that invests in the long term optimisation of companies primarily in the microcap space that have underperformed in the long term in relation to shareholder returns and operational performance.





Consent to act as Director of Ignite Ltd form signed by Trevor Robertson.

CONSENT TO ACT AS DIRECTOR of IGNITE LTD.

(Private information deleted)

Signed

A handwritten signature in blue ink, appearing to read 'T. Robertson', with a long horizontal flourish extending to the right.

Trevor Robertson.

Date: 3/10/2022

Trevor Robertson in brief ;

- Trevor Robertson is currently the executive director of Capital Knowledge.
- Trevor has an extensive career that spans both government and industry at the executive level. Trevor's relevant Qualifications include MBA and a MA (Major in corporate governance).
- As CEO/shareholder, Trevor led the turnaround of the \$180m revenue p.a recruitment and HR company, Forstaff, culminating in the businesses merger with Chandler McLeod and the IPO of the combined group for ~\$700m. Trevor lifted permanent recruitment performance, re-secured blue-chip cornerstone contracts and increased revenue from \$100m \$180m p.a., successfully returning the company to net profitability.
- Trevor's other prominent roles include First Assistant Secretary at the Federal Attorney Generals Department (the division that Trevor led won the Prime Ministers Award for Equality in the Australian Public Service for fostering better work practices), Group GM at Transfield Services and Group GM Downer EDI.
- Trevor's NED/advisory roles include Sydney Ports Corporations, UWS Centre for Security Studies, Sydney Pilots Service, Yarra Trams, RSL Life Care, Wesley College Council, Anti-Discrimination NSW and Advisory Board Industry Partner to The Silverfern Group, a NY based Global PE firm



Dear Ignite shareholder,

3rd October 2022

By the time the Ignite Ltd November 2022 AGM rolls around it will be over 6 months since the last shareholders meeting and approx. 19 months since Tim Moran was appointed as IGN CEO under the current IGN Board.

It is Octavium Capital Investments (OCI) view that :

9c per share does not reflect the current true intrinsic value of Ignite Ltd.

The share price was down (even before the recent overall stock market declines) from approx. 20c per share, less than 6 months since two other significant IGN shareholders Gold Tiger Equities and Sandon Capital rejected the Board renewal proposed by OCI in April 2022.

The IGN CEO Tim Moran purchased shares in March 2022 at 18c/share. OCI applauds Tim Moran for at least risking his own personal cash of approx. \$1.5m to back his conviction in IGN.

But why does it appear that the current IGN board, supported over many years by Gold Tiger Equities and Sandon Capital, continue to support such a long dated business plan that does not have shareholder net profits as its primary objective. And why do they continue to support this Board , when in our opinion the company continues to underperform as evidenced in the recent June 2022 4C cash flow report and the FYE 2022 Annual results against virtually all its publicly reporting competitors and despite a bull market in the recruitment sector?

FYE 2022 IGN reported another statutory loss. This will now be at least 9+ straight years overseen by the current board leadership of operational or statutory losses of \$35+m for IGN shareholders off total revenues for the period of \$1.2 Billion+. See Table A below.

The problem still remains and in our opinion it is a critically important point, there is not enough emphasis or urgency placed on shareholder profitability & what flows from that in the current IGN strategy or business plan and that continues to be reflected in the results and the shareholder communications to date. In this market investing further in a 3 year 'growth' plan is now even more so an overly risky approach in OCI's opinion. Genuine material profitability would also allow IGN to release the intrinsic value residing in the approx. \$25m in tax losses and potentially the \$15+m of tax credits to be accessed for IGN shareholders benefit. This is not about hollowing IGN out for short term profitability but about real and sustainable shareholder profitability. Something IGN shareholders have not seen for over 9 years.

The macro economic environment has now changed and we believe now even more so that the current 3 year plan which is not sufficiently & urgently modified to in effect future proof IGN by reducing costs, improve GP% to a level comparable to its competitors, reduce overhead costs, pivot to Perm and ensure net profitability as soon as possible to realise the intrinsic value that resides within Ignite. We query why this Board appears to continue to support a business plan that continues to show no real material improvement for IGN shareholders.

The core problem is reflected in the last sentence in the June 30th 4C cashflow statement. “...the Directors and management are optimistic the strong financial performance delivered in FY22 will be maintained in FY23.” For IGN shareholders nobody can believe in our opinion that FYE 2022 was a “strong financial performance” in either real terms or when compared against IGN’s competitors.

OCI does not believe IGN shareholders financial interests are being adequately represented and as such OCI has nominated two directors to the IGN board at the upcoming Nov 2022 AGM for the following reasons ;

1. We believe overseen by the current Board that IGN continues to underperform against its competitors and for IGN shareholders. Real change in results is not occurring fast enough
2. There was and now more than ever required Board renewal. Without Board renewal we believe we will continue to get the same ole same ole or in a time frame that is too long.
3. We propose that the two OCI directors replace two of the long serving directors currently on the IGN board, so there would be no additional cost to IGN on this basis, subject to shareholder approval. OCI intends on voting accordingly in the upcoming AGM.
4. OCI considers the remuneration of the current directors to be excessive given the recent years financial performance of IGN.
5. Trevor Robertson has actual recruitment experience turning around recruitment companies taking Forstaff from a net profitable revenue base of \$100m to \$180m.
6. OCI would support Tim Moran as a 9.3% shareholder of IGN as a director and as part of the IGN board renewal and see no reason why he would also not nominate.
7. OCI is a significant shareholder since 2018 speaking to almost 25% shares in IGN. OCI nominated directors will ensure a greater shareholder representation & a more urgent and shareholder focussed perspective.

Table A: The Ignite Board has failed to deliver for its shareholders

Financial Year	Ignite Revenue (\$AUD)	Ignite Net Income (Excluding JobKeeper) (\$AUD)
2014	179.4m	(1.7m)
2015	179.0m	(11.3m)
2016	184.6m	(3.9m)
2017	153.3m	(3.7m)
2018	182.2m	(2.6m)
2019	145.9m	(5.8m)
2020	126.0m	(6.3m)
2021	113.9m	(0.2m)
	Revenue Lost = (65.5m)	Op. Losses = (35.5m)

2022

115.5m

(0.3m)

Regards – Daniel Altiok Brown - Executive Director

Octavium Capital Investment Pty Ltd ATF OC20181 Trust.



ABN 43 002 724 334

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, 22 November 2022 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, 20 November 2022.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Computershare, 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) on Sunday, 20 November 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au 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: 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 Computershare, Level 3, 60 Carrington Street, Sydney, NSW, 2000 on Tuesday, 22 November 2022 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 (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.

	Board Recommendation	For	Against	Abstain
Resolution 1 Election of Mr Cameron Judson	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 Amendment to Constitution	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Mr Daniel Altiock Brown	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Election of Mr Trevor Robertson	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, 2 and 3 and **AGAINST** on Resolutions 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.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business except for items 4 and 5 where he will vote against. 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

IGN

292772A



Computershare





ABN 43 002 724 334

Need assistance?



Phone:

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

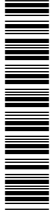


Online:

www.investorcentre.com/contact

IGNRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030



Ignite Limited Annual General Meeting

The Ignite Limited Annual General Meeting will be held on Tuesday, 22 November 2022 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

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, 20 November 2022.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Computershare, 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

IGNRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN 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) on Sunday, 20 November 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au 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

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.



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.



IND

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 Computershare, Level 3, 60 Carrington Street, Sydney, NSW, 2000 on Tuesday, 22 November 2022 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 (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.

	Board Recommendation	For	Against	Abstain
Resolution 1 Election of Mr Cameron Judson	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 Amendment to Constitution	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Mr Daniel Altiock Brown	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Election of Mr Trevor Robertson	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, 2 and 3 and **AGAINST** on Resolutions 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.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business except for items 4 and 5 where he will vote against. 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

292772_01_V1





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



26 October 2022

Ignite Limited (ASX:IGN)
ABN 43 002 724 334

Addendum to Notice of Annual General Meeting 2022

*This is an addendum to the 2022 notice of annual general meeting (**Meeting**) released by Ignite Limited (**Ignite** or **Company**) on 21 October 2022 (**Original Notice**). There is no change to the date or time of the Meeting - it will still be held at 10.00am (AEDT) on Tuesday 22 November 2022 at Computershare, Level 3, 60 Carrington Street, Sydney NSW 2000.*

Unless otherwise defined, capitalised terms in this addendum have the same meaning as given in the Original Notice.

Original Notice - Resolution 3

The Company advises that, after receiving feedback from its shareholders, it has amended the wording of the proposed changes to the Constitution as set out in the Explanatory Notes accompanying the Original Notice.

Resolution 3 proposes amendments to the Constitution to reflect changes in law, regulation and market practice, and in particular, recent amendments to the *Corporations Act 2001* (Cth). The proposed changes relate to the modification of Article 5.5 of the Constitution to allow the Company to hold general meetings as wholly virtual meetings. Further details concerning the legislative amendments and broader context surrounding the use of virtual meeting technology to conduct general meetings is set out in the Explanatory Notes to Resolution 3.

The Company values shareholder feedback and has taken on board concerns regarding the ability to hold wholly virtual meetings. The Company wishes to advise the intention is that wholly virtual general meetings would only be held in extraordinary circumstances whereby holding a hybrid or physical meeting would not be reasonably possible.

Considering the feedback received, the Company has amended the proposed wording of Article 5.5 of the Constitution to reflect that the Company will not hold wholly virtual meetings except in extraordinary circumstances. The proposed new wording is set out below, with the additional amendments to the wording proposed in the Explanatory Notes shown in the **yellow highlighted** text:

5.5 Conduct of meetings

- (a) **Subject to Article 5.5(b)**, the board of Directors may conduct meetings of Members in two or more places, and in any manner that the board of Directors considers fit (including by using any virtual meeting technology) provided that:
- (i) the Eligible Members, as a whole, are afforded a reasonable opportunity to participate in the meeting;
 - (ii) any virtual meeting technology used to enable Eligible Members to participate in the meeting is reasonably secure and provides reasonable measures for the verification of Eligible Members who are entitled to:

- (A) *attend the meeting; and*
- (B) *vote on resolutions that are put to the Eligible Members at the meeting; and*
- (iii) *the conduct of the meeting of Members reasonably facilitates the participation of Eligible Members in the meeting, including but not limited to affording Eligible Members the ability to ask questions and vote at the meeting.*
- (b) *The board of Directors must conduct meetings of members physically or in a hybrid format (that is, both physically and through the use of virtual meeting technology), unless the board of Directors determines, acting reasonably, that there are extraordinary circumstances that necessitate the meeting of Members be conducted wholly through the use of virtual meeting technology (for example, a pandemic or natural disaster).*
- (c) *For the purposes of this Article 5.5:*
 - (i) *'virtual meeting technology' means any technology that allows a person to participate in a meeting without being physically present at the meeting;*
 - (ii) *the place of the meeting of Members will be the physical venue as set out in the notice of meeting or, if the meeting is held only using virtual meeting technology, the registered office of the Company; and*
 - (iii) *a Member who attends the meeting (whether at a physical venue or by using virtual meeting technology) is taken for all purposes to be present in person at the meeting while attending.*

This addendum will be available on the Computershare platform with the Original Notice and the 2022 annual report for the Company and will therefore be accessible to shareholders when they log in to vote. Shareholders will receive notice of this addendum:

- by email, if they have provided an email address to the Company for the purpose of receiving notices; and
- by post, if they have provided a postal address to the Company for the purpose of receiving notices.

A copy of the modified Constitution can also be sent to shareholders upon request to the Company Secretary at Ian.Gilmour@igniteco.com. Shareholders are invited to contact the Company if they have any queries or concerns.

The Company notes that the wording of Resolution 3 will not change, and reads as follows:

*To consider and, if thought fit, pass the following resolution as a **special resolution**:*

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the amendment of the Company's Constitution as set out in the explanatory notes to resolution 3 in the notice of meeting."



Ignite Limited
ABN 43 002 724 334

Level 2
55 Wentworth Street
Kingston ACT 2604
www.igniteco.com

Proxy Direction

If you have submitted your proxy form with a direction on how to vote on Resolution 3 and wish to change your instruction as a result of this amendment, please re-submit your proxy form by no later than 10.00am (AEDT) on Sunday, 20 November 2022. Voting instructions received after this time will not be valid for the scheduled meeting.

Authorised for release by the Board

Garry Sladden
Chairman

About Ignite

Ignite Limited [ASX: IGN] (Ignite) is a company limited by shares, incorporated and domiciled in Australia and listed on ASX.

For more than 30 years Ignite has been using its deep industry expertise and extensive relationships to unite permanent, contract and temporary workers with government, non-government entities and private clients of all sizes through its Specialist Recruitment, On Demand IT Services and Technology & Talent Solutions divisions throughout Australia

**SPECIALIST RECRUITMENT
ON-DEMAND IT SERVICES
TECHNOLOGY & TALENT SOLUTIONS**

igniteco.com

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22 November 2022

ASX Announcement

Ignite Limited (“Ignite”) - Results of the 2022 Annual General Meeting.

The attached information regarding the results of resolutions put to the Annual General Meeting of Ignite Limited held today is provided in accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act.

All resolutions put to shareholders were decided upon by polls.

Resolution 1: Election of Mr Cameron Judson as a Director

Mr Cameron Judson was elected a Director of the Company.

Resolution 2: Adoption of Remuneration Report

Although the ordinary resolution to adopt the Remuneration Report for the year ended 30 June 2022 was passed on a poll by a majority 57.18%, as more than 25% of the votes cast were against the adoption of the Remuneration Report, a “First Strike” resulted.

Outside of the votes controlled by Daniel Altiok Brown (owner of Octavium Capital) the Board note that only 5% of the total issued shares were voted against the adoption of the Remuneration Report. The Board would like to thank the Ignite shareholders for their ongoing support.

Resolution 3: Amendment to the Constitution

The Special Resolution to amend the Constitution to allow for the holding of virtual shareholder meetings, was passed.

Resolution 4: Election of Mr Daniel Altiok Brown as a Director

The resolution to appoint Mr Altiok Brown as a Director was not passed.

Resolution 5: Election of Mr Trevor Robertson as a Director

The resolution to appoint Mr Robertson as a Director was not passed.

Directors

As previously advised, Mr Fred van der Tang, who retired by rotation at the 2022 AGM, did not seek re-election.

Therefore, the Directors at the conclusion of the 2022 AGM are:

Mr Garry Sladden – Chairman

Ms Jennifer Elliott

Mr Cameron Judson

Ian Gilmour
Company Secretary



Ignite Limited
ABN 43 002 724 334

Level 2
55 Wentworth Street
Kingston ACT 2604
www.igniteco.com

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TECHNOLOGY & TALENT SOLUTIONS**

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The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Election of Mr Cameron Judson	Ordinary	48,451,910 96.15%	1,880,167 3.73%	57,437 0.12%	20,938,293	48,522,019 96.27%	1,880,167 3.73%	20,938,293	Carried
2 Adoption of Remuneration Report	Ordinary	35,526,109 57.08%	26,656,237 42.83%	57,437 0.09%	130,853	35,596,218 57.18%	26,656,237 42.82%	130,853	Carried
3 Amendment to Constitution	Special	69,449,501 99.15%	541,356 0.77%	57,437 0.08%	1,279,513	69,506,938 99.21%	554,028 0.79%	1,279,513	Carried
4 Election of Mr Daniel Altiok Brown	Ordinary	26,483,682 37.48%	44,127,915 62.45%	57,437 0.08%	658,773	26,553,791 37.57%	44,127,915 62.43%	658,773	Not Carried
5 Election of Mr Trevor Robertson	Ordinary	27,068,807 37.99%	44,127,433 61.93%	57,437 0.08%	74,130	27,138,916 38.08%	44,127,433 61.92%	74,130	Not Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

In relation to Resolution 2 Approval of Remuneration Report, as more than 25% of the votes were cast against this resolution, this constitutes a first strike for the purposes of the Corporations Act 2001 (Cth).