

IGNITE LIMITED

ABN 43 002 724 334

NOTICE OF ANNUAL GENERAL MEETING

to be held at 10:00am on
Tuesday 24 November 2020
By video conference

<http://AGMWebinar.igniteco.com>

(The password will be provided following registration to attend the meeting.)

Shareholders who have elected not to receive a printed copy of the Company's 2020 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") of Ignite Limited ("the Company") will be held at 10:00am on Tuesday 24 November 2020 by video conference.

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

The health, safety and well-being of our shareholders and staff is of great concern to Ignite, and as such, in line with NSW State Government regulations and ASIC recommendations during the COVID-19 pandemic, Ignite will hold the Meeting by way of video conference. There will be no physical location where shareholders can attend the Meeting.

The consequences are as follows:

1. If you wish to attend the virtual Meeting, you must register **at least** 24 hours prior to the meeting by providing the following details:
 - Name as per the register
 - Address as per the register
 - Number of shares
 - Last 4 digits of your HIN/SRN
- (i) If you are an individual shareholder:
 - Register at <http://AGMRegistration.igniteco.com>
- (ii) If the shareholder is a non-person:
 - The proxy or appointed representative is to register at <http://AGMRegistration.igniteco.com>, and
 - Email a copy of your proxy form or evidence of appointment as corporate/other entity representative to AGM@igniteco.com.

Following registration all shareholders will be sent a link to the meeting webcast (<http://AGMWebinar.igniteco.com>) and the password to enter the webinar.

2. We will provide an opportunity to ask questions at the meeting. However, there may be connectivity and other issues during the video conference. Therefore, we recommend that any questions concerning the business of the meeting are submitted during registration or 48 hours in advance of the meeting.
3. Please mute your microphone unless you wish to ask a question.
4. If you wish to ask a question or make a comment, please raise your hand and wait until the Chairman acknowledges you and invites you to speak.
5. All resolutions will be determined by way of a poll. The poll will be conducted based on votes submitted by proxy and on-line voting, and by shareholders who have registered to attend and who vote at the Meeting in accordance with the instructions below.
6. Due to the virtual nature of the Meeting, the Company's share registry, Computershare, will be facilitating voting during the Meeting. If you wish to cast your vote during the Meeting, you will need to visit web.lumiagm.com/338296644 on your smartphone, tablet or computer. You will need the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at: www.computershare.com.au/onlinevotingguide.
You can also vote online prior to the meeting or lodge a proxy form.

Shareholders are encouraged to lodge a proxy form to vote at the Meeting at least 48 hours before the meeting or lodge your vote on-line prior to the Meeting, if you do not intend to join the Meeting by video and cast your vote at that time.

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 2020.

Neither the Corporations Act 2001 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 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 2020, be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting."

- *This resolution is advisory only and does not bind the Company or the Directors.*
- *When reviewing the Company's remuneration policies the Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting.*
- *If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings ("AGMs"), shareholders will be required to vote at the second of those AGMs 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. If the spill resolution is passed as an ordinary resolution, the Company must call another meeting to be held within 90 days of the AGM. If the ordinary resolution is not passed, no further action is required and the cycle re-commences.*

Resolution 2 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 2 in the notice of meeting."



Ian Gilmour
Company Secretary

19 October 2020

VOTING EXCLUSION

In accordance with the Corporations Act 2001 and the ASX Listing Rules, the Company makes the following statement:

The Company will disregard any votes cast in favour of the following resolution:

Resolution 1: Adoption of Remuneration Report:

By or on behalf of:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) An associate of that person or persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 24 November 2020. 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.
3. Voting during the Meeting, by visiting the website advised on registering attendance, which must be done no later than 24 hours prior to the commencement of the Meeting.

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 17 November 2020 or by when you register to attend the AGM.

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 all Resolutions. 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 that Resolution, including the Resolution to adopt the Remuneration Report.

Resolution 1 - 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 2020.

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 10-15. 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 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 1 (Adoption of Remuneration Report).

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not directed the Chairman how to vote on Resolution 1 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.

Resolution 2 – 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 election as a Director.

Mr Sladden is a business and strategic adviser who has a diversified business background in the areas of real estate, private equity, business operations, banking and finance, and equity raising. He was General Manager Operations at Consolidated Press Holdings for six years. During the last three years Mr Sladden has been a director of listed company Folkstone Limited (resigned November 2018). Mr Sladden is currently Chairman of Star Car Wash Café Holdings Pty Ltd.

Since the resignation of the previous Chief Executive Officer on 23 January 2019 and until such time as a new Chief Executive Officer is appointed, Garry has and will act as the Executive Chairman of the Company.

Mr Sladden is Executive Chairman of the Board of Directors, a member of the Board Audit, Risk and Compliance Committee and a member of the Board Remuneration and Nomination Committee.

The Board supports the re-election of Mr Sladden as a Director.

Mr Craig Saphin

Mr Saphin retires as a Director at the conclusion of the Annual General Meeting in accordance with the Company's Constitution and ASX Listing Rules. As announced to the ASX, he has advised that he will not be seeking re-election as a Director.

Ignite Limited

ABN 43 002 724 334

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 on Sunday 22 November 2020 - 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

Street address: Level 3, 60 Carrington Street, Sydney NSW 2000

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 on Sunday 22 November 2020 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.



ABN 43 002 724 334

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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, 22 November 2020.**

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 under the help tab, "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.

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

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I/we being a member/s of Ignite Limited hereby appoint

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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 as a virtual meeting on Tuesday, 24 November 2020 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 Item 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 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 Item 1 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
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Garry Sladden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

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Computershare





Ignite Limited
ABN 43 002 724 334

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

24 November 2020

ASX Announcement

Ignite Limited (“Ignite”) - Results of the 2020 Virtual 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.

As required under the Corporations Act, all resolutions being put to shareholders in a virtual meeting, must be decided upon by a poll.

Resolution 1: Adoption of Remuneration Report

Although the ordinary resolution to adopt the Remuneration Report for the year ended 30 June 2020 was passed on a poll by a majority of 59.4%, as more than 25% (40.6%) of the votes cast were against the adoption of the Remuneration Report, a “First Strike” has resulted.

In the event that the Directors subsequently receive specific comments from Shareholders regarding the Remuneration Report, the Directors will give due consideration to those comments.

Resolution 2: Re-election of Mr Garry Sladden as a Director

Mr Garry Sladden was re-elected a Director of the Company on a poll.

Ian Gilmour
Company Secretary

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 People Services divisions throughout Australia.

**SPECIALIST RECRUITMENT
ON-DEMAND IT SERVICES
PEOPLE SERVICES**

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IGNITE LIMITED
2020 Annual General Meeting
Tuesday, 24 November 2020
Results of Meeting

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 Adoption of Remuneration Report	Ordinary	35,833,482 60.05%	23,650,241 39.63%	193,234 0.32%	118,175	36,047,124 59.43%	24,611,853 40.57%	118,175	Carried
2 Re-election of Mr Garry Sladden	Ordinary	36,606,629 60.37%	23,634,680 38.98%	393,234 0.65%	91,189	37,020,271 60.08%	24,596,292 39.92%	91,189	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 1, Adoption 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).