

7 May 2018

ASX Announcement

## NOTICE OF ANNUAL GENERAL MEETING

Veriluma Limited (ASX: VRI) (SUBJECT TO A DEED OF COMPANY ARRANGEMENT) is pleased to announce that the 2017 Annual General Meeting will be held as follows:

**TIME:** 10:00am (AEST)  
**DATE:** Friday, 8 June 2018  
**PLACE:** KPMG Offices,  
Level 38, International Tower 3  
300 Barangaroo Avenue,  
Sydney NSW 2000

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A copy of the Veriluma Limited 2017 Annual Report can be found at

[www.Veriluma.com](http://www.Veriluma.com)

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The attached Notice of Meeting and Explanatory Statement should be read in their entirety. If shareholders are in any doubt as to how they should vote they should seek advice from their professional advisors before they vote.

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For more information, please contact:

Investor Enquiries:

[investor@veriluma.com](mailto:investor@veriluma.com)

[www.veriluma.com](http://www.veriluma.com)

### About Veriluma and Prescriptive Analytics:

Veriluma has developed and patented an advanced algorithm dealing in Prescriptive Analytics. Prescriptive Analytics is a form of advanced, forward-looking analytics, which provides assessments about future outcomes. Although most types of analytics aim to assist and improve in the decision making process, only Prescriptive Analytics delivers a preferred course of action. Developed by a Commonwealth Research Centre for the Australian Defence Intelligence Organisation, which has been utilising Veriluma's technology since 2013, Veriluma's software assists decision makers with rapid and accurate assessments of terrorism and national security threats using its patented technology.

In complex decision making situations, the ability to comprehensively manage incomplete or uncertain inputs is highly valuable for businesses, governments and individuals. Orbis Research estimates that the Artificial Intelligence/Prescriptive Analytics market is currently worth US\$4.6b, and will grow over the next 5 years at a CAGR of 22%, to reach an estimated US\$20b by 2020. Currently, 10% of organisations have some form of prescriptive analytics and this is expected to grow to 35% by 2020. <sup>1</sup>Source: Gartner Forecast Snapshot: Prescriptive Analytics, Worldwide, 2016; 5 February 2016

Veriluma's software has wide applications across multiple industries including banking and financial services, government, defence and national security, insurance, legal, health, pharmaceutical and resources.

**VERILUMA LIMITED**  
**ACN 142 901 353**  
**(SUBJECT TO A DEED OF COMPANY ARRANGEMENT)**  
**NOTICE OF ANNUAL GENERAL MEETING**

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**DATE: Friday, 8 June 2018**

**PLACE: KPMG Offices,**

**Level 38, International Tower 3**

**300 Barangaroo Avenue,**

**Sydney NSW 2000**

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## **IMPORTANT INFORMATION**

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### **TIME AND PLACE OF MEETING**

Notice is given that the 2017 Annual General Meeting of Veriluma Limited will be held at 10:00 am AEST on Friday 8 June 2018, at KPMG Offices, Level 38 International Tower 3, 300 Barangaroo Avenue, Sydney NSW 2000.

### **YOUR VOTE IS IMPORTANT**

The business of the Annual General Meeting affects your shareholding and your vote is important.

### **VOTING ELIGIBILITY**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 that the persons eligible to vote at the 2017 Annual General Meeting are those who are registered as Shareholders as at 5:00 pm AEST, on Wednesday, 6 June 2018.

### **VOTING IN PERSON**

To vote in person, attend the Annual General Meeting at the time, date and place set out above.

### **VOTING BY PROXY**

To vote by proxy, please complete, sign and date the enclosed Proxy Form and return by the time set and otherwise in accordance with the instructions set out in the Proxy Form.

In accordance with section 249L of the Corporations Act 2001, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of Veriluma Limited; and
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act 2001, each proxy may exercise one-half of the votes.

Under sections 250BB and 250BC of the Corporations Act 2001:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act 2001 provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed; and

- if the proxy has two or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands; and
- if the proxy is the chairman of the meeting at which the resolution is voted on - the proxy must vote on a poll, and must vote as directed; and
- if the proxy is not the chairman - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as directed.

***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act 2001 provides that, if:

an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of Veriluma Limited members; and

- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the chairman of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

**DEFINED TERMS**

Capitalised terms in this Notice of Annual General Meeting and Explanatory Statement are defined in the accompanying Glossary.

**ASX**

A copy of this Notice of Annual General Meeting and Explanatory Statement has been lodged with ASX. Neither ASX nor any of its officers takes any responsibility for their contents.

## BUSINESS OF THE MEETING

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### AGENDA

#### ORDINARY BUSINESS

##### Reports and Accounts

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 to be laid before the meeting, together with the Directors' Report (which includes the Remuneration Report) and the Auditor's Report.

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#### 1) RESOLUTION 1 – ISSUE OF SECURITIES

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

*That for the purpose of Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue of 366,666,667 ordinary shares at an issue price of \$0.003 to various sophisticated and professional investors on the terms and conditions set out in the Explanatory Memorandum.*

##### Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities), and any person who is an Associate of those persons. However, the Company need not disregard a vote if the vote is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as proxy who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### 2) RESOLUTION 2 – RATIFICATION OF JOHN NICHOLAS WELSH DIRECTOR APPOINTMENT

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

*That for the purpose of Listing Rule 14.4 and for all other purposes the appointment of John Welsh as a director on 13 March 2018 is ratified by the Company's shareholders.*

#### 3) RESOLUTION 3 – RATIFICATION OF ARUNAVA SENGUPTA DIRECTOR APPOINTMENT

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

*That for the purpose of Listing Rule 14.4 and for all other purposes the appointment of Arunava Sengupta as a director on 13 March 2018 is ratified by the Company's shareholders.*

#### 4) RESOLUTION 4 – ADOPTION OF REMUNERATION REPORT

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

*That, for the purposes of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report contained in the Directors' Report accompanying the Company's annual financial report for the financial year ended 30 June 2017 be adopted.*

Notes:

- This resolution is advisory only and does not bind the Directors or the Company.
- The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.
- If 25% or more of the votes cast are voted against the adoption of Remuneration Reports at two consecutive annual general meetings, shareholders will be required to vote at the second of those AGM's on a resolution (a "spill resolution") that another meeting be held within 90 days to consider the appointment of all the Directors of the Company.

Please note that on the vote on Resolution 4, Shareholders will be allowed a reasonable opportunity as a whole to ask questions about or comment on the Remuneration Report which is included in the Directors' Report forming part of the Annual Report. The Company's 2017 Annual Report is available on the Company's website ([www.veriluma.com](http://www.veriluma.com)).

Voting Exclusion Statement:

In accordance with section 250R(4) of the Corporations Act 2001, no member of the key management personnel of the Company whose remuneration is the subject of the 2017 Remuneration Report or a closely related party of such a member may vote in favour of Resolution 4.

However, in accordance with the Act, a person described above may vote in favour of Resolution 4 if:

- It is cast by such person as proxy for a person who is permitted to vote, in accordance with a direction specified in the proxy form how to vote; or
- it is cast by the Chairman as proxy for a person who is permitted to vote, in accordance with an appointment which expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

Chairman appointed as proxy:

If the Chairman is appointed as a proxy for a person who is permitted to vote in favour of Resolution 4, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 4.

DATED: Friday 4<sup>th</sup> May 2018

By Order of the Board



Patrick Raper

COMPANY SECRETARY

## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders deciding whether or not to vote on and pass the Resolutions set out in the accompanying Notice of Annual General Meeting.

### 1. RESOLUTION 1 – ISSUE OF SECURITIES

The Company has received commitments from various sophisticated and professional investors to subscribe for a total of 366,666,667 Shares in the Company at an issue price of \$0.003 to raise up to \$1,100,000 (before costs) (**Placement**).

The funds raised under the Placement will be used to enable the Company to satisfy its obligations under the Deed of Company Arrangement entered into on 12 March 2018 thereby enabling the Deed of Company Arrangement to which it is currently subject to be determined and for the Company to continue to trade with available funds which will enable it to execute on the commercialisation of its product development programmes, specifically, the advancement of the prescriptive analytic technology.

The table below shows the effect of the Placement on the capital structure of the Company:

Existing shares on issue	359,131,459 (of which 170,480,169 are restricted/unquoted)
Shares to be issued if Resolution 1 is approved	366,666,667
<b>Total</b>	<b>725,798,126</b>

There are additionally, the following quoted and unquoted securities:

Description	Number	Quoted/unquoted
Performance Class A shares	180,000	Quoted
Performance Class B shares	270,000	Quoted
Performance Class C shares	270,000	Quoted
Performance shares Class A not quoted until 27 September 2018	9,820,000	Unquoted
Performance shares Class B not quoted until 27 September 2018	14,730,000	Unquoted
Performance shares Class C not quoted until 27 September 2018	14,730,000	Unquoted

Options – 10.93 cents expiring 13 July 2019	1,000,000	Unquoted
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Canary Capital Pty Limited (**Canary Capital**) is the lead arranger with respect to the Placement. Shares under the Placement will be issued to various sophisticated or professional investors, none of whom are related parties of the Company. The Company does not expect that the Placement will result in any new substantial shareholders of the Company.

The following information in relation to the Shares to be issued is provided to Shareholders for the purpose of Listing Rule 7.3:

- (a) the maximum number of Shares the Company can issue is 366,666,667;
- (b) the Company will issue the Shares no later than three months after the date of the Meeting, unless otherwise extended by the ASX granting a waiver to the Listing Rules;
- (c) the Shares will be issued at an issue price of \$0.003 each;
- (d) the Shares will be issued to various sophisticated and professional investors introduced by Canary Capital to be determined by the directors, none of whom are related parties of the Company;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue; and
- (f) the intended use of the funds is as set out above, namely to satisfy liabilities under the Company's Deed of Company Arrangement and to provide for the commercialisation of the predictive analytic software which has been developed by the Company.

The monies raised from the Placement will be used by the Company as follows:

Purpose	Amount (\$)
Payment to Creditors Trust	560,000
Working capital	540,000
<b>TOTAL</b>	<b>1,100,000</b>

For the avoidance of doubt, the passing of Resolution 1 does not guarantee that the Company's securities will be reinstated to official quotation on the ASX. Any subsequent reinstatement may also be subject to conditions imposed by the ASX.

## 2. RESOLUTION 2 – RATIFICATION OF THE APPOINTMENT OF JOHN NICHOLAS WELSH AS A DIRECTOR OF THE COMPANY

Mr John Welsh was appointed by the Company's Administrator on 13 March 2018 in accordance with section 442A of the Corporations Act and in accordance with the Deed of Company Arrangement. His appointment, along with Mr Sengupta's appointment enables the Company to satisfy its obligations to have a minimum of three directors under clause 11.1 of the Company's Constitution.

Mr Welsh's appointment to the board of the Company is unanimously supported by Ms Whitleock, the Company's Managing Director and Mr Sengupta.

Mr Welsh was a non-executive director of the Company from August to September 2017. He is currently a director of Indozy Capital Partners and a Non executive director of DMX Corp. Mr Welsh has experience as a board director and executive with expertise across Fintech, Industrial and Equity markets. Mr Welsh also has a network of Australian and US based investment banking contacts. Mr Welsh has been a director for over 20 years and is a graduate of the Australian Institute of Company Directors.

Mr Welsh holds a Bachelor of Applied Science (RMIT) and a Bachelor of Science and Mathematics (UNSW)

### **3. RESOLUTION 3 – RATIFICATION OF ARUNAVA SENGUPTA AS A DIRECTOR OF THE COMPANY**

Mr Aruvana Sengupta was appointed director of the Company by the Company's Administrator on 13 March 2018 in accordance with section 442A of the Corporations Act 2001 and in accordance with the Deed of Company Arrangement. His appointment, along with Mr Sengupta's appointment enables the Company to satisfy its obligation to have a minimum of three directors under clause 11.1 of the Company's Constitution.

Mr Sengupta's appointment to the board of the Company is unanimously supported by Ms Whitleock, the Company's Managing Director and Mr Welsh.

Mr Sengupta has over 30 years experience working in the financial markets, private equity and corporate finance sector. Arun started his career in 1987 working in Treasury at Westpac Banking Corporation before starting his own trading business in 1992.

Mr Sengupta has been involved in a broad range of corporate advisory, funds management and principal investment activities. He has been involved in the establishment, fundraising and operation of ASX listed companies and in private equity.

Mr Sengupta holds a Bachelor of Arts (Economics major) from the University of Sydney.

### **4. RESOLUTION 4 – ADOPTION OF REMUNERATION REPORT**

#### **4.1 General**

The *Corporations Act 2001* requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

A remuneration report addresses a company's remuneration arrangements for its directors and other key management personnel. A remuneration report is part of a directors' report that accompanies annual financial reports of companies in respect of a financial year.

The chairman of an annual general meeting must allow a reasonable opportunity for shareholders to ask questions about or make comments on the remuneration report.

#### **4.2 Voting consequences**

By s250U of the *Corporations Act 2001*, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at two consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are against adoption of the remuneration report. If

required, the Spill Resolution must be put to the vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting for a fresh election of the directors of the Company.

Should that event arise, all of the directors of the company who were in office when the directors' report was approved, other than the managing director, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons who are elected or re-elected as directors of the company will be the directors of the company.

#### **4.3 Previous voting results**

At the Company's last annual general meeting, votes cast against adoption of the remuneration report laid before that meeting were less than 25% of all votes cast. Accordingly, a Spill Resolution will not be required to be put to shareholders following this Annual General Meeting, whatever the outcome of voting on Resolution 4.

#### **4.4 Proxy voting**

Shareholders appointing a proxy to vote on this Resolution are invited to note the following:

If you are a shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise one-half of the votes. A proxy need not be a shareholder of the Company. If you want to appoint a proxy, please use the form provided. If you want to appoint two proxies, please follow the instructions on the proxy form.

The Company's constitution provides that, on a show of hands, every person present and qualified to vote has one vote. If you appoint one proxy, that proxy may vote on a show of hands, but if you appoint two proxies neither may vote on a show of hands.

If you appoint a proxy who is also a shareholder or is also a proxy for another shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is required and your proxy votes.

To record a valid vote, members will need to complete, sign, date and lodge the accompanying Proxy Form (and any power of attorney or other authority under which it is signed, or a certified copy of the power of attorney or authority) at the share registry of the Company:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001 Australia

or send it or them by facsimile to:

Computershare Investor Services Pty Limited  
Fax 1800 783 447 (from within Australia) or  
Fax +61 3 9473 2555 (from outside Australia),

to arrive no later than 10.00 am (AEST time) on Wednesday, 6 June 2018.

You can also vote online at [www.investorvote.com.au](http://www.investorvote.com.au) by entering your Control Number, SRN/HIN and postcode, which are shown on the first page of the accompanying Proxy Form.

**Custodian Voting** - for Intermediary Online subscribers only (Custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to convey your voting intentions.

If you choose to appoint a proxy, you are encouraged to direct your proxy vote how to vote by marking either "For", "Against" or to "Abstain" for each item of business.

Shareholders may arrange to receive shareholder information electronically, or obtain a replacement or second proxy form, by contacting:

Computershare Investor Services Pty Limited  
Tel 1300 850 505 (from within Australia) or  
Tel +61 3 9415 4000 (from outside Australia).

**How the Chairman intends to vote undirected proxies**

Please note that if the Chairman of the meeting is your proxy (or becomes your proxy), you expressly authorise the Chairman to exercise your proxy on Resolution 4 even though it is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company, the Chairman. If you appoint the Chairman as your proxy, you can direct the Chairman to vote "For" or "Against" Resolution 4 or to "Abstain" from voting on the resolution by marking the appropriate box on the Proxy Form.

The Chairman intends to vote all undirected proxies he holds "For" or in favour of each item of business, including Resolution 4.

## GLOSSARY

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**\$** means Australian dollars.

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales.

**AGM** or Annual General Meeting means the 2017 annual general meeting of the Company, including any adjournment.

**ASIC** means Australian Securities and Investments Commission.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board or Directors** means the board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member of the member's spouse;
- (c) a dependent of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 for the purposes of the definition of 'closely related party' in section 9 of the Corporations Act 2001.

**Company** means Veriluma Limited ACN 142 901 353 (Subject to a Deed of Company Arrangement).

**Constitution** means Veriluma Limited's Constitution.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Notice** or **Notice of Annual General Meeting** means this notice of annual general meeting.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report in the Directors' report accompanying the Company's annual financial report for the year ended 30 June 2017.

**Resolutions** means the resolutions set out in the Notice of Annual General Meeting, or any one of them, as the context requires.

**Share** means a share in the Company with voting rights.

**Shareholder** means a holder of a Share.

# VERILUMA

ABN 48 142 901 353

(Subject to Deed of Company Arrangement)

## Lodge your vote:



Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

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



## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



### Your access information that you will need to vote:

Control Number: 101576

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 10:00am (AEST) Wednesday, 6 June 2018**

### 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.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

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**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.



# 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 Veriluma Limited (Subject to Deed of Company Arrangement) 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 Veriluma Limited (Subject to Deed of Company Arrangement) to be held at KPMG Offices, 300 Barangaroo Avenue, Sydney, New South Wales on Friday, 8 June 2018 at 10:00am (AEST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolution:** 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 4 (except where I/we have indicated a different voting intention below) even though Resolution 4 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 4 by marking the appropriate box in step 2 below.

## STEP 2

### Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of John Nicholas Welsh Director appointment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Arunava Sengupta Director appointment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Adoption of Remuneration Report	<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.

## SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

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Date

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