

NOTICE OF ANNUAL GENERAL MEETING

13 November 2019

Data#3 Limited

ABN 31 010 545 267

The Annual General Meeting of Data#3 Limited (“Data#3”, the “company”) will be held at 10:30am (Brisbane time) on Wednesday 13 November 2019 at Data#3’s head office, 67 High Street, Toowong, Brisbane, Queensland for the purpose of transacting the business set out in this notice.

ORDINARY BUSINESS

Item 1: Financial statements and reports

To receive the financial report, directors’ report and independent auditor’s report for Data#3 and its controlled entities for the year ended 30 June 2019.

Note:

This item of business does not require shareholders to vote on a resolution or to approve these reports.

Item 2: Adoption of the remuneration report (Resolution 1)

To consider and, if thought fit, pass the following resolution in accordance with section 250R(2) of the Corporations Act 2001 (Cth) (“Corporations Act”):

‘To adopt the remuneration report for the year ended 30 June 2019.’

Note:

This resolution is advisory only and does not bind the company or the directors. The directors will consider the outcome and comments made by shareholders on the remuneration report at the meeting when reviewing the company’s remuneration policies.

Voting exclusion:

The company will disregard any vote cast on Resolution 1 by, or on behalf of

- (a) a member of the key management personnel (“KMP”) as disclosed in the remuneration report; and*
- (b) a closely related party (“CRP”) (such as close family members and any controlled companies) of those persons,*

unless the vote is cast by a person as a proxy for a person entitled to vote in accordance with a direction on the proxy form, or by the Chairman of the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

Item 3: Election of Mr Mark Esler (Resolution 2)

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

‘That Mr Mark Esler, who was appointed as a non-executive director on 30 August 2019, be elected as a director of the company in accordance with the company’s constitution’.

Item 4: Retirement of Mr Terry Powell

In accordance with the company's constitution, Terry Powell is required to retire by rotation at the 2019 Annual General Meeting, and as part of the ongoing plan for board succession and renewal, Terry Powell has decided not to stand for re-election.

We wish to acknowledge Terry Powell's truly outstanding contribution to Data#3, as co-founder of the business in 1977, and as a key influence in the successful growth and development of Data#3 since then.

Item 5: Approval to issue Rights to a related party: Mr Laurence Baynham (Resolution 3)

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

'That, for the purposes of ASX Listing Rule 10.14, and all other purposes, approval is given for the company to grant a maximum of 65,574 'Rights' (as that term is defined in the Explanatory Notes) to Mr Laurence Baynham (or his nominee), who is a director of the company.'

Voting exclusion:

The company will disregard any vote cast in favour of Resolution 3 by, or on behalf of

- (a) a member of the KMP; and*
- (b) their CRP,*
in contravention of section 250BD of the Corporations Act; and
- (c) in accordance with ASX Listing Rule 14.11, each director of the company, their associates and their CRP, except a director who is not eligible to participate in any employee incentive scheme in relation to the entity.*

However, the company need not disregard a vote if

- (a) it is cast by a person as a proxy for a person entitled to vote in accordance with a direction on the proxy form; or*
- (b) by the Chairman of the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.*

By order of the board

Terence Bonner
Company Secretary and General Counsel
27 September 2019

DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE

The company has determined under regulation 7.11.37 *Corporation Regulations 2001* (Cth) that for the purposes of voting at the meeting or adjourned meeting, shares in the company will be taken to be held by the persons who are registered as shareholders as at 7:00pm (Brisbane time) on Monday 11 November 2019. Transactions registered after that time will be disregarded in determining entitlements to attend and vote.

PROXIES

If you are a shareholder entitled to attend and vote, you may choose to appoint a proxy.

The proxy need not be a shareholder of the company. A shareholder 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 not specified each proxy may exercise half of the votes.

If you want to appoint one proxy, please use the form provided. If you want to appoint a second proxy, an additional voting form may be obtained from the Data#3 share registry (refer to the contact details below) or you may copy the voting form.

To be effective, the voting form, together with the original or a certified copy of the power of attorney (if any) under which the voting form is signed, must be received no later than 10.30am (Brisbane time) on Monday 11 November 2019 (48 hours before the commencement of the meeting).

Please refer to the enclosed voting form for completion and lodgement instructions.

CORPORATE REPRESENTATIVES

A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the company will require written proof of the representative's appointment, which must be lodged with or presented to the company before the meeting.

ADMISSION TO MEETING

Shareholders who will be attending the meeting, and not appointing a proxy, are asked to bring the voting form to the meeting to facilitate prompt admission.

Shareholders who will not be attending the meeting are encouraged to complete and return the voting form for each of their holdings of Data#3 shares.

If necessary, a replacement voting form may be obtained from the Data#3 share registry (refer to the contact details below).

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE MEETING

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders to direct questions to the Chairman about, or to make comments on, the management of Data#3 at the meeting.

Similarly, a reasonable opportunity will be given to shareholders to ask Data#3's external auditor, Pitcher Partners, questions relevant to

- a) the conduct of the audit;
- b) the preparation and content of the auditor's report;
- c) the accounting policies adopted by Data#3 in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Pitcher Partners if the question is relevant to the content of the audit report or the conduct of its audit of Data#3's financial report for the year ended 30 June 2019. Relevant written questions for Pitcher Partners must be received no later than 5:00pm (Brisbane time) on Friday 8 November 2019. A list of any such questions will be made available to shareholders attending the meeting, and Pitcher Partners will either answer the questions or table written responses at the meeting. If written

responses are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting.

Please send any written questions for Pitcher Partners:

- to Data#3's share registry - refer to the contact details below; or
- to Data#3 - by fax: 1300 32 82 32, or by email: info@data3.com.au
by no later than 5:00pm (Brisbane time) on Friday 8 November 2019.

CONTACT DETAILS FOR SHARE REGISTRY

Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

Telephone: +61 1300 554 474
Fax: +61 2 9287 0309
Email: registrars@linkmarketservices.com.au

EXPLANATORY NOTES

Item 1: Financial statements and reports

The Corporations Act requires the company to lay before the Annual General Meeting the financial report, directors' report and the independent auditor's report for the previous financial year. Copies of these reports have been sent to shareholders and are available on the company's website – www.data3.com.au

No resolution is required for this item, but shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to these reports. The company's auditor will also be present at the meeting and shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the company and the independence of the auditor.

Item 2: Adoption of remuneration report (Resolution 1)

A resolution for the adoption of the remuneration report is required to be considered and voted on in accordance with the Corporations Act. The remuneration report is set out on pages 28 to 35 of the company's 2019 annual report and identifies Data#3's key management personnel. They include all directors of the company and those other persons having authority and responsibility for planning, directing and controlling the activities of Data#3, directly or indirectly.

This remuneration report

- explains the principles used to determine the nature and amount of remuneration paid to key management personnel of Data#3;
- explains the link between the remuneration of key management personnel and Data#3's performance;
- provides details of the actual remuneration elements paid to key management personnel;
- provides a summary of the terms of employment of the Chief Executive Officer and Managing Director, and other key management personnel.

A reasonable opportunity will be provided for discussion of the remuneration report at the meeting. The resolution is advisory only and does not bind the company or the directors. The directors will consider the outcome of the vote and comments on the remuneration report made by shareholders at the meeting when reviewing the company's remuneration policies.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this item.

As a result of recent amendments to the Corporations Act, the Chairman of the meeting is entitled to vote undirected proxies on this resolution that is connected with the remuneration of the company's key management personnel. If you appoint the Chairman as your proxy and wish to support this resolution, please mark an 'X' in the box at Step 1 on the voting form.

Any undirected proxies held by other key management personnel or any of their closely related parties will not be voted on this item.

Directors' recommendation

As Resolution 1 relates to matters including the remuneration of the directors, the directors make no recommendation regarding Resolution 1 in the interests of good corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act.

Item 3: Election of Mr Mark Esler (Resolution 2)

Mr Mark Esler was appointed as a non-executive director of Data#3 Limited on 30 August 2019. Mark is required to stand for election at the 2019 Annual General Meeting, in accordance with the company's constitution and Listing Rule requirements.

Information regarding Mark's qualifications, experience, and responsibilities is summarised below:

M R Esler, FAICD (non-executive director)

Mark commenced his IT career at IBM Australia in 1976 and worked in a number of roles at IBM before joining the Data#3 group in 1984 as an executive director. Mark served as an executive director of Data#3 Limited from 1997 to 2002, and performed senior management roles in Sales and Marketing, Operations and Supply Chain before retiring from his role as Queensland General Manager in 2014.

Mark has been actively involved in many IT related forums, and was a member of both the Asia Pacific and World Wide Hewlett-Packard Global Partner Advisory Boards from 2011 until 2014. Mark has also been recognised as a 25 year Fellow of the Australian Institute of Company Directors.

Mark's extensive knowledge of the IT industry will prove invaluable for Data#3 as we meet the challenges and opportunities of growing our business in the years ahead, and we are very pleased to welcome him back as a director.

Directors' recommendation

The directors, with Mark Esler abstaining, recommend that shareholders vote in favour of Resolution 2, and the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Item 5: Approval to Issue of Rights to a related party: Mr Laurence Baynham (Resolution 3)

Laurence Baynham is Managing Director and Chief Executive Officer of the company, and a related party of the company by virtue of him being a director. Prior shareholder approval is therefore required for the issue of Rights to him or his related entities. Accordingly, the company seeks shareholder approval for the purposes of ASX Listing Rule 10.14 and for all other purposes to grant a maximum of 65,574 Rights (and any Shares issued on vesting of those Rights) to Laurence Baynham (or his nominee).

Subject to shareholder approval, the Rights will be issued under and subject to the terms of the Data#3 Limited Long Term Incentive Plan ("LTIP") approved at the annual general meeting for the company held in 2018, and otherwise on the terms set out below.

The board has decided to grant these Rights as part of Laurence Baynham's remuneration package, and in recognition of his contribution to the company. The board considers the grant of Rights to be a cost effective long-term incentive method, which further aligns the interests of the Managing Director and Chief Executive Officer with shareholders by linking long-term incentives to growth in the company's earnings per share.

Once approval is obtained pursuant to ASX Listing Rule 10.14, the company is entitled to rely on ASX Listing Rule 10.12 (exception 4) as an exception to any requirement that may otherwise apply requiring shareholder approval under ASX Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

Key terms of the Rights

The Rights will be subject to the following key terms and conditions:

- each Right is a right for Laurence Baynham (or his nominee) to be issued one Share upon satisfaction of the following vesting conditions ("**Relevant Vesting Conditions**"):
 - Laurence Baynham remains an employee of the company on the date the Relevant Vesting Conditions are satisfied;
 - the Rights will vest on a straight-line proportional basis, from 0 up to a maximum of 65,574 Shares based on the actual cumulative earnings per share over a 3 year period ending on 30 June 2022 ("**Vesting Period**") compared to a target as determined by the board;

- notwithstanding the specific vesting conditions outlined above, in accordance with the LTIP rules the board may, in its absolute discretion, waive or alter the Relevant Vesting Conditions;
- prior to vesting the Rights will not be transferrable other than with the written consent of the board;
- prior to vesting the Rights do not carry any dividend or voting rights; and
- the Rights will automatically vest (subject to another determination by the board) such that the corresponding number of Shares will be delivered for the benefit of Laurence Baynham upon satisfaction of the Relevant Vesting Conditions.

In accordance with the requirements under ASX Listing Rule 10.15

- Laurence Baynham is a director (“**LR 10.14 Party**”);
- the number of Rights that may be acquired by Laurence Baynham in accordance with this resolution is 65,574 calculated based on a volume weighted average price of the Shares for the 5 day trading period commencing on the day after the 21 August 2019 announcement to the ASX of the company’s results for the year ended 30 June 2019, being \$2.44 per Share;
- the Rights will be granted for nil consideration on the basis their grant represents an incentive for future performance, and will be subject to the Relevant Vesting Conditions. The Rights have a nil exercise price.
- the only LR 10.14 Party who was granted performance rights under the LTIP subsequent to the last AGM held on 14 November 2018 was Laurence Baynham who received 98,160 performance rights as disclosed in the company’s 2019 financial report. Pursuant to the terms of the LTIP, these rights were granted for nil consideration and have a nil exercise price;
- other than as described in (d) above, no other LR 10.14 Party has been granted any Rights or Options under the LTIP as at the date of this notice of meeting;
- whilst participating in the LTIP is open to all executive and non-executive directors, the board has determined that Laurence Baynham, as the company’s current executive director, is the only director eligible to participate in the LTIP at this time;
- subject to shareholder approval, it is intended that the Rights will be issued within five days after the annual general meeting, but in any event will be issued no later than twelve months after the meeting in accordance with ASX Listing Rule 10.15.7; and
- there are no loan arrangements with Laurence Baynham in relation to the acquisition of the Rights.

Other general terms of the Rights

The other general terms of the Rights are:

- should the company undergo any reconstruction of capital, the number of Rights may be adjusted in the board’s discretion in accordance with the ASX Listing Rules and other laws as applicable at the time of the reorganisation;
- all Shares issued pursuant to vesting of the Rights will, subject to the constitution of the company, rank equally in all respects (other than in respect of dividends, rights issues or bonus issues declared prior to allotment) with the existing Shares at the date of issue and allotment;
- the Rights do not entitle the holder to participate in any new issues by the company without having vested into Shares; and
- the Rights will not be quoted on the ASX.

Corporations Act

Under Chapter 2E of the Corporations Act a public company cannot give a financial benefit to a related party unless an exception applies or shareholders have, in a general meeting, approved the giving of that financial benefit.

Laurence Baynham is a related party of the company due to the fact that he is a director. The issue of the Rights will constitute the giving of a financial benefit to a related party for the purposes of section 229(3)(e) of the Corporations Act.

The board of the company (excluding Laurence Baynham) considers that the issue of the Rights to Laurence Baynham constitutes reasonable remuneration within the meaning of the exception in section 211 (1) of the Corporations Act on the basis that the Rights are a necessary part of the incentive and remuneration package for Laurence Baynham in his current role and having regard to the circumstances of the company, the duties and responsibilities of Laurence Baynham and market levels of remuneration for people in his position in similar sized companies.

Existing interests and the dilutionary effect on other shareholders' interests

The effect that the grant and vesting of the Rights will have on the interest of Laurence Baynham relative to other shareholders' interests is set out in the following table:


Details as at the date of this Notice of Meeting	Number
The total number of Shares on issue in the capital of the company	153,974,950
Shares currently held by director (including indirect interests)	502,195
% of Shares currently held by director (including indirect interests)	0.33%
Rights to be issued under Resolution 3 to director (or his nominee) following the Annual General Meeting	Maximum of 65,574
The total number of Shares on issue in the capital of the company following the vesting of all Rights held by director (assuming no other Rights or Options were exercised and no other Shares or other equity securities are issued)	Maximum of 153,974,950
Shares that will be held following the vesting of all Rights held by director (assuming no other Rights or Options or Shares are held by, exercised or vested by Laurence Baynham (including indirect interests)	Maximum of 665,929
% of Shares that would be held by director following the vesting of all Rights assuming no other Awards held by other parties were exercised or vested (as applicable) (and assuming no other Rights or Options or Shares are held by, exercised or vested by Director (including indirect interests)	Maximum of 0.43%

Directors' recommendation

The directors abstain from making a recommendation in relation to Resolution 3, in the interests of good corporate governance.


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Data#3 Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a shareholder(s) of Data#3 Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (Brisbane time) on Wednesday, 13 November 2019 at Data#3's head office, 67 High Street, Toowong, Brisbane, Queensland (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 and 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 3 even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*
1 Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Mark Esler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue Rights to a related party: Mr Laurence Baynham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (Brisbane time) on Monday, 11 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Data*3 Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATIONS PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**