

Notice of Annual General Meeting 2019



ELMO Software Limited
ACN 102 455 087



Notice of Annual General Meeting

22 October 2019

Dear Shareholder,

On behalf of the Directors of ELMO Software Limited (**ELMO**), I am pleased to invite you to attend the 2019 Annual General Meeting (**AGM**) of ELMO. Enclosed is the Notice of Meeting setting out the business of the AGM.

ELMO's 2019 AGM will be held on Tuesday, 26 November 2019 commencing at 2.00pm (Sydney time) at the ELMO offices, Level 27, 580 George Street, Sydney, New South Wales, Australia.

If you are attending the AGM, please bring your Proxy Form with you to facilitate a faster registration. If you are unable to attend the AGM, I encourage you to complete and return the enclosed Proxy Form no later than 2.00pm (Sydney time) on Sunday, 24 November 2019 in one of the ways specified in the Notice of Meeting and Proxy Form.

If you are unable to attend the AGM in person, you can view a live webcast online. Further details of this will be made available closer to the AGM.

I also encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider directing your proxy how to vote in each resolution by marking either the "for" box, the "against" box or the "abstain" box on the Proxy Form.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of ELMO unanimously recommend that shareholders vote in favour of all resolutions to be proposed at the AGM.

Following the conclusion of the AGM, you are welcome to join the Board and Management for light refreshments.

Thank you for your continued support of ELMO and I look forward to your attendance and the opportunity to meet with you.

Yours faithfully,



Barry Lewin
Chairman

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (AGM or Meeting) of shareholders of ELMO Software Limited ACN 102 455 087 (ELMO or the Company) will be held:

Date: Tuesday, 26 November 2019

Time: 2.00pm (Sydney time)

Venue: ELMO office
Level 27, 580 George Street
Sydney, New South Wales

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

A. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2019.

All shareholders can view the 2019 Annual Report which contains the Financial Report for the year ended 30 June 2019 on the Company's website at <https://investors.elmosoftware.com.au>.

B. QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of relevant written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

C. ITEMS FOR APPROVAL

Resolution 1. Adoption of Remuneration Report

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

"That the Company's Remuneration Report for the financial year ended 30 June 2019, as set out in the Directors' Report, is adopted."

The Remuneration Report is contained in the 2019 Annual Report (available at <https://investors.elmosoftware.com.au>). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (KMP) whose remuneration details are included in the 2019 Remuneration Report; or
- b. a Closely Related Party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against or abstain) on the resolution; or
- b. the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In addition, a vote must not be cast on Resolution 1 as a proxy by a member of the KMP at the date of the meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions.

This restriction on voting undirected proxies does not apply to the Chairman of the Meeting because the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

"Key Management Personnel" and "Closely Related Party" have the same meaning as set out in the Corporations Act.

Notice of Annual General Meeting

Resolution 2. Election of Director – Leah Graeve

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

“That Leah Graeve, who was appointed since the last annual general meeting to fill a casual vacancy on the Board, retires in accordance with clause 68.2 of the Company’s Constitution and being eligible for election, is elected as a Director of the Company.”

Resolution 3. Re-election of Director – Kate Hill

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

“That Kate Hill, who retires by rotation in accordance with clause 69.2 of the Company’s Constitution and being eligible for re-election, is re-elected as a Director of the Company.”

Resolution 4. Ratification of issue of Placement Shares

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 9,166,667 Shares (at an issue price of \$6.00 per Share) on 24 September 2019 to institutional, sophisticated and professional investors on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who participated in the issue of shares to institutional, sophisticated and professional investors on 24 September 2019, the subject of Resolution 4, or any of their associates.

However, the Company need not disregard a vote if:

- a. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b. it is cast by the person chairing 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



Anna Sandham
Company Secretary
22 October 2019

Entitlement to attend and vote

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7.00pm (Sydney time) on Sunday, 24 November 2019 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act 2001 (Cth) (the Act) to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder’s votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 2.00pm (Sydney time) on Sunday, 24 November 2019 (being 48 hours before the AGM). Proxies must be received before that time by one of the following methods:

Online (preferred): www.linkmarketservices.com.au

By post: ELMO Software Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By facsimile: 02 9287 0309 (within Australia)
+61 2 9287 0309 (from outside Australia)

By delivery in person: Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138
(during business hours only)

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Notice of Annual General Meeting

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 2.00pm (Sydney time) on Sunday, 24 November 2019, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on resolution 1, then by submitting the proxy form you will be expressly authorising the Chairman to exercise your proxy on that resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Shareholder questions

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, select Voting then click 'Ask a Question'.

This includes any questions for the Chairman or Deloitte Touche Tohmatsu (our external auditor).

To allow time to collate questions and prepare answers, please submit any questions by 2.00pm (Sydney time) on Tuesday, 19 November 2019. Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

Enclosures

Enclosed are the following documents:

- a proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on ELMO's share registry's website at www.linkmarketservices.com.au to ensure the timely and cost effective receipt of your proxy; and
- a reply paid envelope for you to return the proxy form.

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held on Tuesday, 26 November 2019.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolution 1, relating to the Remuneration Report, is advisory only and does not bind the Directors or the Company.

Resolutions 2, 3 and 4 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present in person or by proxy and entitled to vote on the resolution.

Resolution 1. Adoption of Remuneration Report

Section 250R(2) of the *Corporations Act 2001* (Cth) (the **Act**) requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

Broadly, the Remuneration Report details the remuneration policy for the Company and:

- explains the structure of and rationale behind the Company's remuneration practices and the link between the remuneration of executives and the Company's performance;
- sets out remuneration details for each Director and for each executive with authority and responsibility for directing the affairs of the Company; and
- discusses the relationship between the policy and Company performance.

Shareholders can view the full Remuneration Report in the 2019 Annual Report which is available on ELMO's website at <https://investors.elmosoftware.com.au>.

Following consideration of the Remuneration Report, the Chairman of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However the Board will take the outcome of the vote into account in setting remuneration policy for future years.

The Directors abstain, in the interests of good governance, from making a recommendation in relation to this Resolution 1.

Resolution 2. Election of Director – Leah Graeve

On 12 June 2019, the Board appointed Leah Graeve as an independent Non-Executive Director of the Company pursuant to clause 68.1 of the Constitution to fill the casual vacancy that arose following the resignation of Trevor Lonstein from the Board. In accordance with clause 68.2 of the Constitution, Leah Graeve must retire from office at the conclusion of the AGM and being eligible offers herself for election as a Director of the Company.

Leah Graeve currently serves as the Chair of ELMO's Nomination and Remuneration Committee and is a member of its Audit & Risk Committee.

Leah is a senior executive at Qantas Ltd, where she is Head of Procurement - IT & Digital. She is also a Board member of Rare Cancers Australia (a not-for-profit). Previously, Leah has held the roles of a Senior Manager at Jetstar Airways, Legal Counsel at Engonet and IT Commercial Manager at BHP Group Limited and was a former Policy advisor of the Animal Law Institute, a non-profit community legal centre. Leah holds a Bachelor of Arts & Law from Monash University and is a graduate of the Australian Institute of Company Directors.

The Directors, with Leah Graeve abstaining, unanimously recommend Shareholders vote in favour of this Resolution 2.

Resolution 3. Re-election of Director – Kate Hill

The Board appointed Kate Hill as an independent Non-Executive Director of the Company on 8 June 2018 and she was re-elected as a Director by shareholders at the 2018 AGM.

In accordance with clause 69.2 of the Constitution, the Company must hold a re-election of directors at every AGM. Directors being elected under clause 68.2 of the Constitution do not count for this purpose. Kate Hill retires from office at the conclusion of the AGM and being eligible offers herself for re-election as a Director of the Company.

Kate currently serves as the Chair of ELMO's Audit and Risk Committee and is a member of its Nomination and Remuneration Committee.

Kate has over 20 years' experience as an audit partner with Deloitte Touche Tohmatsu, advising privately owned and small cap ASX listed clients. She has worked extensively in regulated environments including assisting with Initial Public Offerings, capital raising and general compliance, as well as operating in an audit environment. She also held several leadership positions within Deloitte and built an audit practice serving private clients in the Western Sydney office. She served on the Deloitte Australia board of partners for 2 years.

Explanatory Memorandum

Kate is currently the independent Non-executive Chair of Seeing Machines Limited listed on the AIM (SEE), a Director of Countplus Limited (ASX: CUP) and is the Chair of their Audit and Risk Committee as well as being a member of their Acquisitions Committee. She is also the Company Secretary for Kazia Therapeutics Limited (ASX: KZA).

Kate is a member of the Institute of Chartered Accountants in Australia and New Zealand, and a graduate of the Australian Institute of Company Directors.

The Directors, with Kate Hill abstaining, unanimously recommend Shareholders vote in favour of this Resolution 3.

Resolution 4. Ratification of Issue of Placement Shares

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior Shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of the ratification is to restore the Company's maximum discretionary power to issue further Shares up to 15% of the issued capital of the Company without requiring Shareholder approval.

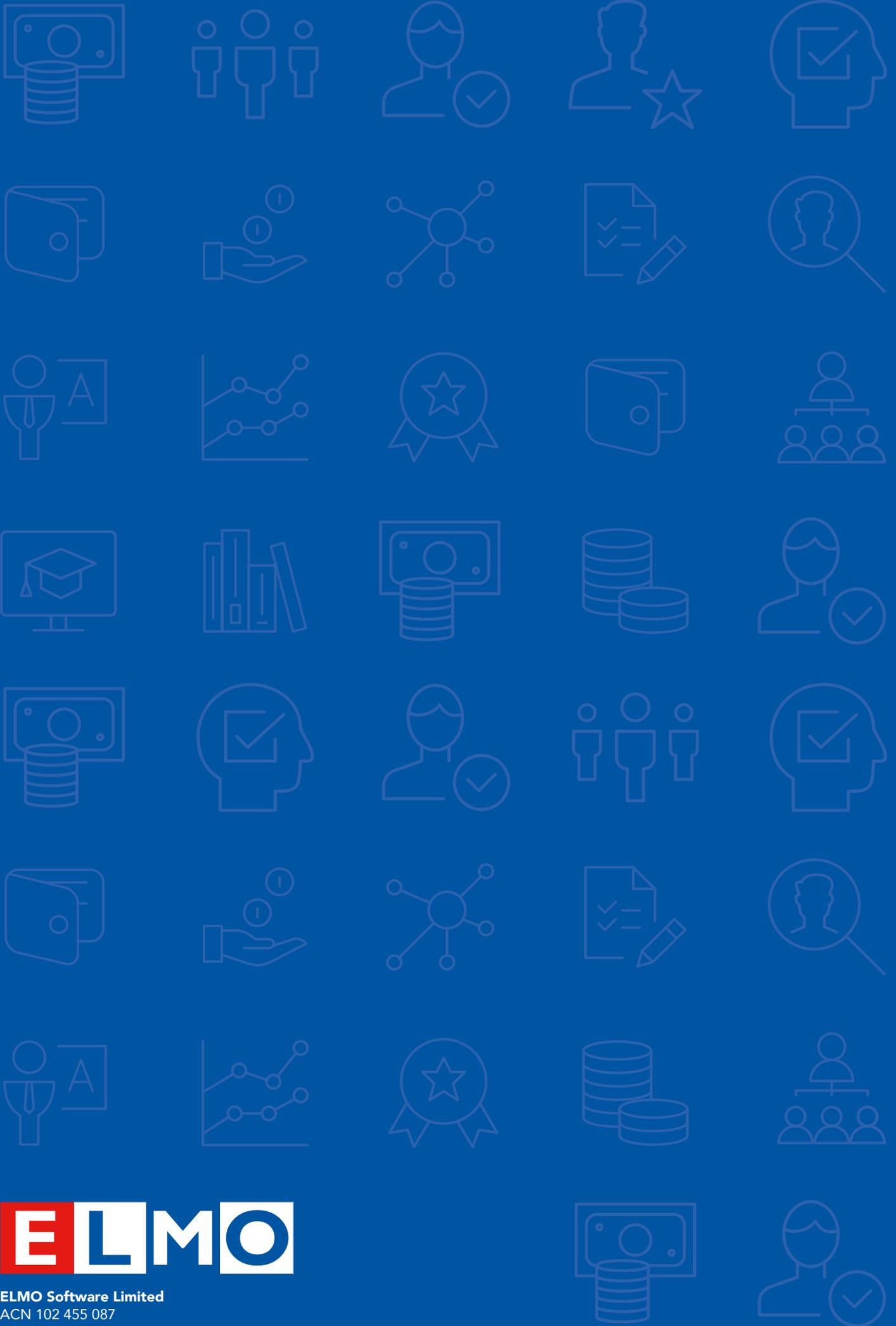
Resolution 4 seeks ratification under Listing Rule 7.4 of the issue of 9,166,667 Shares that was made on 24 September 2019 to institutional, sophisticated and professional investors under the Institutional Placement announced to the ASX in September 2019 in order to restore the ability of the Company to issue further Shares within the 15% limit during the next 12 months.

Additional information required by ASX Listing Rule 7.5

The following information in relation to the Shares is provided to Shareholders for the purposes of Listing Rule 7.5:

- a. 9,166,667 Shares were issued;
- b. the Shares were issued at an issue price of \$6.00 per Share;
- c. the Shares issued were 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;
- d. the Shares were issued to a range of institutional, sophisticated and professional investors, all unrelated parties of the Company who qualify under the requirements of sections 9 and 708 of the Corporations Act and who were identified by Morgan Stanley Australia Limited and Goldman Sachs Australia Pty Ltd as joint lead managers to the issue;
- e. net proceeds raised from the Institutional Placement are being, and will be used to invest in sales and marketing, research and development as well as client services to take advantage of the large market opportunity and expansion in its addressable market and as well as general corporate purposes; and
- f. A voting exclusion statement is set out under Resolution 4 in the Notice of Meeting.

The Directors unanimously recommend Shareholders vote in favour of this Resolution 4.



ELMO Software Limited
ACN 102 455 087



ABN 13 102 455 087

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
ELMO Software 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 member(s) of ELMO Software Limited (Company) and entitled to attend and vote hereby:

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

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 2:00pm on Tuesday, 26 November 2019 at the offices of ELMO Software Limited, Level 27, 580 George Street, Sydney, New South Wales (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: 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 Resolution 1 even though the Resolution is 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 item of business.

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 X

Resolutions

Table with 4 rows (Adoption of Remuneration Report, Election of Director - Leah Graeve, Re-election of Director - Kate Hill, Ratification of issue of Placement Shares) and 3 columns (For, Against, Abstain*)

* 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

Signature lines for 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).



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

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is 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 **2:00pm on Sunday, 24 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.

Only Proxy Forms issued by the Company will be deemed valid and accepted by the Company.

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).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

ELMO Software 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)

**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.**