

# SELFWEALTH LIMITED

ACN 154 324 428  
(ASX code: SWF)

## NOTICE OF 2021 ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting:  
**Thursday, 21 October 2021**

Time of Meeting:  
**11 am (AEDT)**

Due to the ongoing COVID-19 pandemic, the meeting will be held virtually via <https://agmlive.link/SWF21>. Details on how to participate 'virtually' are provided in the Virtual Meeting Online Guide attached as Annexure A to this Notice of Meeting and Explanatory Memorandum. Shareholders are encouraged to review this Virtual Meeting Online Guide before the Meeting.

Shareholders are strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

Following recent modifications brought to the Corporations Act 2001 and based on the temporary relief measures (to meet regulatory requirement under the *Corporations Act 2001*) included in the recently enacted *Treasury Laws Amendment (2021 Measures No. 1) Act 2021*, **no hard copy** of the Notice of Annual General Meeting and Explanatory Memorandum will be circulated.

**This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on any of the Resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.**

For personal use only

# SELFWEALTH LIMITED

ACN 154 324 428

## Notice of 2021 Annual General Meeting

Notice is given that an annual general meeting of the members of SelfWealth Limited ACN 154 324 428 (**Company**) to be held virtually via <https://agmlive.link/SWF21> on **Thursday, 21 October 2021 at 11 am** (Melbourne time) for the purpose of considering and, if thought appropriate, passing the resolutions as outlined in this Notice of Meeting (**Notice**).

Shareholders who are entitled to vote may log in online to vote on the resolutions at the Virtual Meeting, or by appointing a proxy online at: <https://www.linkmarketservices.com.au/> or by submitting a voting form to the share registry.

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the temporary relief measures (to meet regulatory requirement under the *Corporations Act 2001*) included in the recently enacted *Treasury Laws Amendment (2021 Measures No.1) Act 2021*, the Company will hold the Meeting virtually and intends to conduct a poll on the resolutions set out in the Notice incorporating the proxies filed prior to the Meeting.

The Company is not sending hard copies of the Meeting materials to shareholders. Instead, a copy of the Meeting materials can be viewed and downloaded online at the following link: <https://www.selfwealth.com.au/investor-centre/#asxannouncements>.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

## Agenda

### Financial statements and reports

To receive and consider the financial statements and the reports of the Directors and of the Auditors for the year ended 30 June 2021.

### Resolution 1: Adoption of Remuneration Report

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

*"That the Remuneration Report for the year ended 30 June 2021 as set out in the Company's Annual Report for the year ended 30 June 2021 be adopted."*

\*Please note that section 250R(3) of the Corporations Act 2001 (Cth) provides that the vote on this resolution is advisory only and does not bind the Directors or the Company

### Resolution 2: Re-election of Mr Robert Edgley

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

*"That pursuant to the Company's Constitution and for all other purposes, the members of the Company approve the re-election of Mr Robert Edgley as a Non-Executive Director of the Company, who pursuant to clause 13 of the Company's Constitution is retiring by rotation and being eligible offers himself for re-election."*

For personal use only

### **Resolution 3: Issue of 553,250 Shares to Director Mr Robert Edgley**

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

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 553,250 Shares to Mr Robert Edgley (a director of the Company) or nominee and otherwise on the terms and conditions set out in the Explanatory Memorandum."*

### **Resolution 4: Ratification of prior issue of placement Shares issued to professional and sophisticated Investors**

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

*"That, in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of a total of 25,641,026 Shares in the capital of the Company to professional and sophisticated investors across 22 July and 30 July 2021 at \$0.39 per Share, as detailed in the Explanatory Memorandum which accompanies this Notice of Meeting."*

### **Resolution 5: Approval of increased placement capacity**

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

*"That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the increase in the capacity of the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions stated in the Explanatory Memorandum which accompanies this Notice of Meeting."*

**By order of the Board**



**Mandy Drake**  
**Company Secretary**  
20<sup>th</sup> September 2021

For personal use only

## VOTING ENTITLEMENT NOTICE

### 1. Entitlement to vote

For the purposes of the Meeting, the Company has determined that in accordance with regulation 7.11.37 of the Corporations Regulations, shares will be taken to be held by the persons registered as holders at 7pm on 19 October 2021. Accordingly, transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

### 2. Voting at the meeting

You may vote by participating in the virtual Meeting or by appointing an attorney or corporate representative to participate in the virtual Meeting and vote for you. Alternatively, Shareholders who are entitled to vote at the Meeting may vote by appointing a proxy to participate and vote on their behalf, using the Proxy Form accompanying this notice or by appointing a proxy online.

Details on how to participate 'virtually' are provided in the Virtual Meeting Online Guide attached as Annexure A. Shareholders are encouraged to review this guide before the Meeting.

#### (a) Jointly held Shares

If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the share register will be counted whether the vote is given personally, by attorney or proxy.

#### (b) Voting in person virtually

Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must log in online to participate in the virtual Meeting to be held at 11am (Melbourne time) on Thursday, 21 October 2021 by clicking on the following link: <https://aqmlive.link/SWF21>

Shareholders, their attorneys or in the case of Shareholders or proxies which are corporations, corporate representatives, who plan to participate in the virtual Meeting should log in online 15 minutes prior to the time designated for the commencement of the Meeting, if possible, to register and to obtain an electronic voting card.

#### (c) Voting by proxy

Shareholders wishing to appoint a proxy to vote on their behalf at the Meeting must either complete and sign or validly authenticate the personalised Proxy Form which accompanies this Notice of Meeting or lodge their proxy online. A person appointed as a proxy may be an individual or a body corporate.

Proxies participating in the virtual Meeting will receive an email from the Share Registry prior to the Meeting containing details of their proxy number which they will need to use for the online registration process. Proxies are asked to log in online 15 minutes prior to the time designated for the commencement of the Meeting, if possible, to register and to obtain an electronic voting card.

Completed Proxy Forms must be delivered to the Share Registry by 11am (Melbourne time) on Tuesday, 19 October 2021 in any of the following ways:

- (i) **By mail** in the enclosed reply-paid envelope (or the self-addressed envelope, for Shareholders whose registered address is outside Australia) provided to the Share Registry:

SelfWealth Limited  
C/- Link Market Services Limited  
Locked Bag A14

- (ii) **By fax** to the Share Registry on +61 2 9287 0309
- (iii) **Online** if you wish to appoint your proxy online, you should do so by visiting [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) by following the instructions on that website. Online appointments of proxies must be done by 11am (Melbourne time) on Tuesday, 19 October, 2021.
- (iv) **By Hand:**

Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW  
2138;

or

Level 12, 680 George Street, Sydney NSW 2000.

A proxy need not be a Shareholder.

If you appoint a proxy and subsequently wish to attend the meeting yourself, the proxy will retain your vote and you will be unable to vote yourself unless you notify the registrar of the revocation of your proxy appointment before the commencement of the Meeting. You may notify the registrar by calling +61 1300 554 474.

If a proxy appointment is signed by a Shareholder but does not name the proxy or proxies in whose favour it is given, the Chairman will act as proxy.

You are entitled to appoint up to two proxies to participate in 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 you must specify the names of each proxy and the percentage of votes or number of securities for each proxy on the Proxy Form. Replacement Proxy Forms can also be obtained from the Share Registry.

If you hold Shares jointly with one or more other persons, in order for your proxy appointment to be valid, each of you must sign the Proxy Form.

**(d) Undirected proxies**

If a Shareholder nominates the chairman of the Meeting as that Shareholder's proxy, the person acting as chairman of the Meeting must act as proxy under the appointment in respect of any or all items of business to be considered at the Meeting.

If a proxy appointment is signed or validly authenticated by that Shareholder but does not name the proxy or proxies in whose favour it is given, the Chairman of the Meeting will act as proxy in respect of any or all items of business to be considered at the Meeting.

Proxy appointments in favour of the Chairman of the Meeting, the Company Secretary or any Director which do not contain a direction as to how to vote will be voted in favour of the resolution at the Meeting.

The Chairman intends to vote undirected proxies of which the chair is appointed as proxy in favour of the resolutions.

**(e) Voting by attorney**

If you wish to appoint an attorney to vote at the Meeting the original or a certified copy of the power of attorney under which the attorney has been appointed must be received by the Share Registry no later than 11am (Melbourne time) on 19 October 2021 (or if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).

Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant SelfWealth Shareholder is lodged with the Company.

Your appointment of an attorney does not preclude you from logging in online and participating and voting at the Meeting. The appointment of your attorney is not revoked merely by your participation and taking part in the Meeting, but if you vote on a resolution, the attorney is not entitled to vote, and must not vote, as your attorney on that resolution.

**(f) Voting by corporate representative**

To vote by corporate representative at the Meeting, a Shareholder or proxy who is a corporation should obtain a *Certificate of Appointment of Corporate Representative* from the Share Registry, complete and sign the form in accordance with the instructions on it. The completed appointment form should be lodged with the Share Registry before 11am (Melbourne time) on 19 October 2021.

The appointment of a representative may set out restrictions on the representative's powers. The appointment must comply with section 250D of the Corporations Act.

The original *Certificate of Appointment of Corporate Representative*, a certified copy of the *Certificate of Appointment of Corporate Representative*, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.

# SELFWEALTH LIMITED

ACN 154 324 42

## Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held virtually at 11am on Thursday 21 October 2021 (**Meeting**).

In light of the current COVID-19 restrictions, and based on the temporary relief measures (to meet regulatory requirement under the *Corporations Act 2001*) included in the recently enacted *Treasury Laws Amendment (2021 Measures No. 1) Act 2021*, the Company will hold the Meeting virtually. Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must log in online to participate in the virtual Annual General Meeting by clicking on <https://agmlive.link/SWF21> on 21 October 2021 at 11 am (Melbourne time).

Details on how to participate 'virtually' are provided in the Virtual Meeting Online Guide attached as Annexure A. Shareholders are encouraged to review this guide before the Meeting.

### 1. Accounts and Reports

The Corporations Act requires the Company to provide before the Annual General Meeting, the Financial Report, Directors' report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2021.

Shareholders will be offered the opportunity to discuss the Financial Report, Directors' Report and Auditor's Report at the Meeting. Copies of these reports can be found on the Company's website <https://www.selfwealth.com.au>.

There is no requirement for Shareholders to approve the Financial Report, Directors' Report and Auditor's Report. Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2021;
- (b) ask questions or make comments on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and preparation and content of the Auditor's Report.

In addition to taking questions at the Annual General Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) 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,

may be submitted no later than 5 business days before the Annual General Meeting to the Company Secretary at the Company's registered office.

For personal use only

## 2. Resolution 1: Adoption of Remuneration Report

### 2.1 Corporations Act

Under the Corporations Act, listed entities are required to put to the vote a resolution that the Remuneration Report section of the Directors' Report be adopted. This Remuneration Report can be found in the Company's 2021 Annual Report. It sets out a range of matters relating to the remuneration of Directors, the Company Secretary and senior executives of the Company.

A vote on this resolution is advisory only and does not bind the Directors or the Company. A copy of the Company's 2021 Annual Report can be found on its website at <https://www.selfwealth.com.au/investor-centre/#corporategovernance>

The Corporations Act provides that:

- (a) members of the Key Management Personnel whose remuneration details are included in the Remuneration Report (and any closely related party of those members) are not permitted to vote on a resolution to approve the Remuneration Report, and
- (b) if the vote to approve the Remuneration Report receives a "no" vote by at least 25% of the votes cast, this will constitute a "first strike".

The Company's current "strike" count is zero. If a "first strike" was to occur at the 2021 Annual General Meeting:

- (c) the Company's subsequent Remuneration Report (in other words, the Company's Remuneration Report to be included in the 2022 Annual Report) must include an explanation of the Board's proposed action in response to the "no vote" or an explanation of why no action has been taken; and
- (d) if the Company's subsequent (i.e. 2022) Remuneration Report also receives a "no vote" at the 2022 Annual General Meeting of at least 25% of the votes cast, then Shareholders at the 2021 Annual General Meeting will be asked (at that 2022 Annual General Meeting) to vote on whether or not the Company is to hold another general Shareholder's meeting (within the following 90 days) to vote on a "spill resolution" under section 250V of the Corporations Act.

### 2.2 Board Recommendation

As set out in the Notice of Meeting, any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, together with a closely related party of those members, are excluded from casting a vote on Resolution 1.

Accordingly, the Board abstains from making a recommendation in relation to Resolution 1. The Chairman intends to exercise all undirected proxies in favour of Resolution 1.



## 2.3 Voting Exclusion Statement

**Voting exclusion:**

The Company will disregard any votes cast on Resolution 1 by or on behalf of

- (a) a member of the Key Management Personnel or
- (b) a closely related party of a member of the Key Management Personnel (which includes a spouse, dependent and certain other close family members and companies controlled by the KMP) of those persons.

each a 'KMP'. However, the Company will not disregard a vote if it is cast by a KMP, not cast on behalf of any KMP, and either:

- (c) the proxy appointing the KMP specifies the way the proxy is to vote on the resolution; or
- (d) the Chairman is appointed proxy, the appointment does not specify the way the proxy is to vote on the resolution and the appointment 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.

## 3. Resolution 2: Re-election of Mr Robert Edgley

### 3.1 Background

Rule 13.3 of the Company's Constitution provides that no Director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the Director's election, whichever is the longer, without submitting himself for re-election.

Mr Robert Edgley was re-elected as a Non-Executive Director on 21 November 2019, being eligible, offers himself for re-election.

<b>Mr Robert Edgley Non-Executive Chairman</b> (appointed Chairman 20 April 2021)	
Experience and expertise	<p>Robert's career has been predominantly focused on international finance and investment banking in Australia, Asia and the United Kingdom. He has significant experience and skills in strategic planning, performance management and marketing and has proven abilities in building businesses. Robert previously held the position of director and head of sales for the Royal Bank of Scotland in the Asia Pacific region and was a director of Royal Bank of Scotland Australia Pty Ltd.</p> <p>Robert holds a Bachelor of Economics from Monash University together with a secondary degree in Japanese language.</p> <p>On 20 April 2021, Robert moved from Managing Director of SelfWealth Ltd back to a non-executive role as chairman of the SelfWealth Ltd board.</p>
Other current directorships	EVZ Limited (ASX: EVZ), since 26 August 2011
Former directorships in last 3 years	None

Special responsibilities	Chair of the Board Member of the remuneration and nomination committee Member of the audit and risk committee
--------------------------	---

### 3.1 Board Recommendation

The Directors (other than Robert Edgley) recommend that Shareholders vote in favour of this Resolution 2.

## 4. Resolution 3: Issue of 553,250 Shares to Director Mr Robert Edgley

### 4.1 Background

As announced by the Company on 15 May 2020, Mr Robert Edgley's employment contract provides the potential issue of shares pursuant to the Company's short term incentive program (**STI Scheme**).

Mr Edgley's entitlement to a short term incentive for the 2020/2021 financial year is 553,250 ordinary shares in the capital of the Company at no cash consideration payable by Mr Edgley but which issue is subject to both the achievement of relevant target performances and approval by shareholders.

The relevant performance targets include continuing market share growth and achieving associated financial KPI's , recruitment of new CEO, minimising the impact of Covid-19 on the business and continuing to build effective relationships with key investors and suppliers.

Accordingly, the Board has resolved that Mr Edgley has met all his performance targets and as a result agreed to issue (subject to Shareholder approval), 553,250 Shares to Mr Robert Edgley as part of his remuneration.

### 4.2 ASX Regulatory Requirements

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company. If shareholder approval is received pursuant to this resolution, approval is not required under Listing Rule 7.1.

### 4.3 ASX Listing Rules

ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- (a) The name of the person to whom the securities will be issued

*Mr Robert Edgley (or his nominee), a director and therefore a related party of the Company to which ASX Listing Rule 10.11.1 applies.*

For personal use only

- (b) The number and class of securities to be issued

*553,250 fully paid ordinary shares*

- (c) The date by which the entity will issue the securities

*No later than 1 month after the date of this Meeting.*

- (d) The issue price of the securities and a statement of the terms of the issue

*The shares are to be issued for no cash consideration as part of the Company's short term incentive program and forms part of the director's remuneration package for the 2020/2021 financial year.*

- (e) The intended use of the funds raised

*As noted above, no funds are to be received as the Shares are to be issued as part of Mr Edgley's remuneration package.*

- (f) Is the issue remuneration for a director

*Yes.*

*The Shares are to be issued pursuant to the terms of Mr Edgley's employment contract whilst he was Managing Director, which agreement provided him with a total remuneration package with a base salary of \$278,340, superannuation of \$21,660, plus STIs. The maximum entitlement to STIs for the 2020/2021 financial year under the employment contract was 750,000 ordinary shares in the capital of SelfWealth. The number of STIs to be issued (being the 553,250 STIs the subject of this Resolution 3) has been apportioned pro-rata for a period up until Mr Edgley ceased to be managing director (namely 19 April 2021, as announced) and are subject to the achievement of relevant target performances established by the board and shareholder approval.*

*Since Mr Edgley ceased to be managing director (as from 20 April 2021) his total remuneration package has reduced to \$100,000 including superannuation, with no entitlement to LTIs or STIs.*

- (g) Summary of the agreement under which the securities are issued:

*Pursuant to the terms of his employment agreement, Mr Edgley commenced employment as managing director on 15 May 2020. As indicated above, his total remuneration package comprises a base salary of \$278,340, superannuation of \$21,660 plus entitlement to performance based bonus of LTIs and STIs, subject to meeting performance based criteria established by the Board. STIs. Mr Edgley was also entitled to a 'once off' issue of 1,000,000 ordinary shares in the Company, subject to shareholder approval (which was obtained on 22 October 2020). The employment agreement also provides that there is a termination notice period of 3 months. Mr Edgley's employment terms changes as from 20 April 2021 such that he no longer was acting in the role of managing director and his total remuneration package has reduced to \$100,000 including superannuation, with no entitlement to LTIs or STIs.*

#### 4.4 Voting exclusion statement

***Voting exclusion:***

*The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:*

- (a) a person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or.*
- (b) any associates of those persons.*

*However, the Company need not disregard a vote cast on Resolution 3 if it is cast by or on behalf of:*

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

#### 4.5 Recommendation

The Directors of the Company (other than Mr Edgley, who abstains due to his interest in the resolution) unanimously recommend that Shareholders vote in favour of Resolution 3.

### 5. Resolution 4 - Ratification of prior issue of placement Shares issued to professional and sophisticated Investors

#### 5.1 Background

As announced on 22 July 2021 the Company issued 22,307,693 Shares to a number of sophisticated and wholesale investors. A further 3,333,333 Shares were issued to sophisticated and wholesale investors on 30 July 2021. Of the total of 25,641,026 Shares issued across these 2 dates (collectively, **July Placement**), 19,662,033 were issued under Company's Listing Rule 7.1A capacity and 5,978,993 under its Listing Rule 7.1 capacity.

Under Listing Rule 7.1, a company may issue up to 15% of its ordinary share capital in any 12-month rolling period without shareholder approval. Under Listing Rule 7.1A, a

For personal use only

company may issue up to a further 10% of its ordinary share capital in any 12-month rolling period without shareholder approval for that particular issue, provided that the Company has secured shareholder approval for this additional 10% at its most recent annual general meeting. The Company secured shareholder approval for this additional 10% capacity at its 2020 Annual General Meeting.

Listing Rule 7.4 permits a company to obtain ratification from its shareholders in relation to a prior share issue (that was made that without being in breach of Listing Rule 7.1 or Listing Rule 7.1A), and thereby refresh its ability in the future to issue further shares (equivalent in number to the share issue being ratified by this resolution) without obtaining prior shareholder approval.

The issue of the Shares was within the Company's current capacity under ASX Listing Rules 7.1 and 7.1A, however the Company is now seeking shareholder ratification and approval for the issue of these Shares to the extent the Company utilised its capacity under ASX Listing Rules 7.1 and 7.1A.

Resolution 4 if passed, will enable the Company to retain the flexibility to issue the same number of equity securities (as the securities the subject of this resolution) within the next 12 months without the requirement to obtain prior shareholder approval for that number of equity securities. If Shareholders do not approve this Resolution 4 then the 19,662,033 Shares issued under Company's Listing Rule 7.1A capacity and 5,978,993 Shares under its Listing Rule 7.1 capacity (the subject of this Resolution 4) already issued will remain an allocation of part of the Company's Listing Rule 7.1A 10% capacity and Listing Rule 7.1 15% capacity (respectively), that portion of that 10% capacity and 15% capacity (respectively) will not be refreshed but remain unavailable for future issues of equity securities for the period of 12 months from their respective issue dates (unless subsequently approved by shareholders in the meantime).

## 5.2 Regulatory requirements

ASX Listing Rule 7.5 requires that the meeting documents concerning a proposed resolution to ratify an issue of securities in accordance with ASX Listing Rule 7.4 must include the following information:

- (a) The names of the allottees (or the basis on which the allottees were identified or selected):

*Wholesale and sophisticated investors (as defined in sections 708(8) and 708(11) of the Corporations Act introduced by MA Moelis or BW Equities Pty Ltd.*

- (b) The number and class of securities the entity issued or agreed to issue:

*A total of 25,641,026 fully paid ordinary shares have been issued, of which 19,662,033 were issued under Company's Listing Rule 7.1A capacity and 5,978,993 pursuant to the Company's 15% entitlement under ASX Listing Rule 7.1.*

- (c) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:

*The Shares are fully paid ordinary shares.*

- (d) The date or dates on which the securities were or are to be issued:
- On 22 July 2021 22,307,693 Shares were issued and a further 3,333,333 Shares were issued on 30 July 2021*
- (e) The issue price or other consideration the Company has received or will receive for the issue of the securities:
- \$0.39 per Share*
- (f) The purpose of the issue, including the use or intended use of the funds raised by the issue:
- As announced on 15 July 2021, the funds raised from the placement will be used to accelerate investment in its growth strategy to deliver diversified revenue streams and increase market share.*
- (g) The summary of the material terms of the agreement:
- The Shares were not issued pursuant to an agreement.*
- (h) Voting Exclusion Statement

***Voting exclusion***

***ASX Listing Rules*** - The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

*(a) a person who participated in the issue or is a counterparty to the agreement being approved; or*

*(b) any associates of those persons.*

*However, the Company need not disregard a vote cast on Resolution 4 if it is cast by or on behalf of:*

*(c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*

*(d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*

*(e) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*

*(i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*

*(ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.*

### 5.3 Recommendation

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 4.

## 6. Resolution 5: Approval of increased placement capacity

### 6.1 Placement capacity

ASX Listing Rule 7.1A enables eligible entities, after obtaining shareholder approval at an annual general meeting, to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1. This Resolution 5 seeks approval to allow the Board the flexibility to issue additional Shares if it so decided. The Board may decide not to issue any Shares pursuant to this Resolution 5.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility.

The exact number of equity securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If this Resolution 5 is not approved by shareholders then the Company will not have the flexibility of an available additional 10% capacity to issue Shares under the 10% Placement Facility described in this section 6 of the Explanatory Memorandum. The Company not having the 10% Placement Facility will have no effect on the Company's existing Listing Rule 7.1 15% capacity.

### 6.2 Description of Listing Rule 7.1A

Any equity securities issued under the 10% Placement Facility (**Placement Securities**) must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has on issue one class of equity securities, being ordinary shares (**Shares**).

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Placement Securities calculated in accordance with the formula in Listing Rule 7.1A.2.

The effect of Resolution 5 will be to allow the Directors to issue the Placement Securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without using any of the Company's 15% placement capacity under Listing Rule 7.1.

### 6.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

**(a) Period for which approval will be valid**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX

**(10% Placement Period).**

**(b) Minimum issue price**

If any Placement Securities are issued, the minimum price the Placement Securities will be issued for cash consideration which is not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the Placement Securities are to be issued is agreed; or
- (ii) if the Placement Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Placement Securities are issued.

The actual number of Placement Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Placement Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

**(c) Maximum Number of Shares to be Issued:**

Listing Rule 7.1A.2 provides that an eligible entity which has obtained a 7.1A mandate may, during the period of the mandate, issue or agree to issue a number of equity securities (**N**) equal to the 10% Placement Facility, calculated in accordance with the following formula prescribed in Listing Rule 7.1A.2:

$$\mathbf{N = (A \times D) - E}$$

where:

**A** = is the number of shares on issue 12 months before the date of the issue or agreement:



- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17,
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4,
- plus the number of partly paid ordinary securities that became fully paid in the relevant period,
- less the number of fully paid ordinary securities cancelled in the relevant period.

(Note: "A" has the same meaning as in Listing Rule 7.1 when calculating the 15% capacity);

**D** = 10%;

**E** = the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period (being the 12 month period immediately preceding the date of the issue or agreement), where the issue or agreement has not been subsequently approved by holders of ordinary securities under Listing Rule 7.4;

**(d) Purposes for which Placement Securities may be issued**

The Company may seek to issue the Placement Securities as cash consideration for the acquisition of new assets and or other investments, or as cash for general working capital purposes.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Placement Securities.

**(e) Effect on existing (non-participating) Shareholders**

If Resolution 5 is approved by Shareholders and the Company issues Placement Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

- For personal use only
- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the Placement Securities than on the date of the Annual General Meeting; and
  - (ii) the Placement Securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date or the Placement Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Placement Securities.

The below table is included for illustrative purposes and shows the potential dilution of existing Shareholders on the basis of the current market price of the Shares as at 2 September 2021 and the current number of Shares for variable "A" (above) calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (i) Two examples where variable 'A' has increased by 50% and 100%. Variable 'A' is based on the number of Shares the Company has on issue as at the date of this Notice of Meeting. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing rule 7.1 that are approved at a future shareholders' meeting; and
- (ii) Two examples where the issue price of the Shares has decreased by 50% and increased by 50% as against the current market price.

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Placement Securities available under the 10% Placement Facility.
- (ii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- (iv) The table shows only the effect of issues of Placement Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (v) The issue of Placement Securities under the 10% Placement Facility consists only of Shares.
- (vi) The issue price is \$0.32, being the closing price of the Shares on ASX on 2 September 2021.

Variable 'A' in Listing Rule 7.1A.2		\$0.16 50% decrease in Issue Price	\$0.32 Issue Price	\$0.48 50% increase in Issue Price
Current Variable A 232,952,819 Shares	10% Voting Dilution	23,295,282 Shares	23,295,282 Shares	23,295,282 Shares
	Funds raised	\$3,727,245	\$7,454,490	\$11,181,735
50 % increase in current Variable A 349,429,228 Shares	10% Voting Dilution	34,942,923 Shares	34,942,923 Shares	34,942,923 Shares
	Funds raised	\$5,590,868	\$11,181,735	\$16,772,603
100% increase in current Variable A 465,905,637 Shares	10% Voting Dilution	46,590,564 Shares	46,590,564 Shares	46,590,564 Shares
	Funds raised	\$7,454,490	\$14,908,980	\$22,363,471

**(f) Company's share allocation policy**

The Company's share allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Placement Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, issues in which existing security holders can participate;
- (ii) the effect of the issue of the Placement Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

**(g) Information under ASX Listing Rule 7.3A.6**

The following information is provided in accordance with ASX Listing Rule 7.3A.6(b) and details Equity Securities issued by the Company under Listing Rule 7.1A in the 12 months prior to this Meeting.

- the only such securities issued were the 19,662,033 shares the subject of Resolution 4, as described in section 5 above. These shares represented the Company's entire Listing Rule 7.1A 10% capacity as at that date;

- For personal use only
- All Shares were fully paid ordinary shares issued on 22 July 2021 to wholesale and sophisticated investors (as defined in sections 708(8) and 708(11) of the Corporations Act) introduced by MA Moelis and BW Equities Pty Ltd;
  - for a cash price for each Share was \$0.39, being a 9.3% discount to the closing market price of Shares on the date of their issue;
  - the total amount received by the issue of these Shares was approximately \$7,668,192, an immaterial portion of which has yet been spent as at the date of this Notice. As announced on 19 July 2021, these funds raised will be applied, along with all other funds from the July Placement (described in Section 5 above) and the funds raised from the Company's Share Purchase Plan (closing details of which were announced on 10 August 2021), to accelerate investment in the Company's growth strategy of delivering diversified revenue streams and increasing market share. Planned initiatives include broadening the product offering which will require investment in IT resources for development of new product lines, investing in the user experience and high-demand features (including instant payments), pursuing a more aggressive marketing strategy, implementing a robust data and analytics strategy and additional headcount to support mobilisation.
  - At the time of despatching this Notice the Company has not decided to issue any further securities under ASX Listing Rule 7.1A, therefore, no existing Shareholders will be excluded from voting on Resolution 5.

#### **6.4 Recommendation**

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution 5.

#### **7. Further information**

The Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in this Notice of Meeting.

The Directors recommend members read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

## Glossary

### Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

**Annual General Meeting / AGM** means the annual general meeting of the Company to be held virtually at 11am on Thursday, 21 October 2021 pursuant to the Notice of Meeting.

**ASX** means ASX Limited ACN 008 624 691.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of the ASX as amended from time to time.

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

**Company** means SelfWealth Limited ACN 154 324 428.

**Corporations Act or Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Explanatory Memorandum** means the explanatory memorandum attached to this Notice.

**Key Management Personnel or KMP** means the key personnel as disclosed in the Remuneration Report, being Mr Edgley (until 19<sup>th</sup> April 2021), Catherine Whitaker (from 20<sup>th</sup> April 2021) and Andrew Dick.

**Meeting** means the annual general meeting subject to this Notice.

**Notice of Meeting** or **Notice** means this notice of Annual General Meeting.

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

**Remuneration Report** means the remuneration report of the Company for the year ended 30 June 2021 as set out in the Company's Annual Report for the year ended 30 June 2021.

**Resolution** means the resolutions referred to in the Notice of Meeting.

**Share** means a fully paid ordinary share in the capital of the Company.

**Share Registry** means Link Market Services Limited.

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

For personal use only

## **Annexure A - Virtual Meeting Online Guide**

For personal use only

# Virtual Meeting Online Guide

For personal use only

## Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

---

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

**To attend and vote you must have your securityholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

**Please make sure you have this information before proceeding.**

# Virtual Meeting Online Guide

For personal use only

Welcome to the Link Meeting 2021

**LINK**Group

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

I have read and accept the [Terms & Conditions](#)

**REGISTER AND WATCH AGM**

Help Number: 1800 990 363

## Step 1

Open your web browser and go to <https://agmlive.link/SWF21>

## Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

## 1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

**SHAREHOLDER DETAILS**

Shareholder Number

Post Code

**SUBMIT DETAILS AND VOTE**

OR

**PROXY DETAILS**

Proxy Number

**SUBMIT DETAILS AND VOTE**

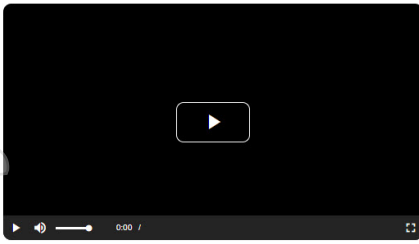
If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

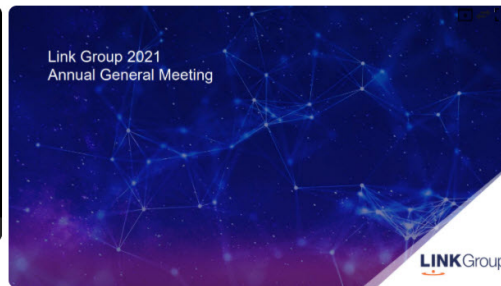
Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.





The presentation will begin at XX:XX am/pm ZONE



**+**  
Get a Voting Card

**?**  
Ask a Question

#### Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD

X123456789

### Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote    Partial Vote

**Resolution 2B**     For     Against     Abstain

RE-ELECTION OF MR. ABC AS A DIRECTOR

**Resolution 2C**     For     Against     Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

**Resolution 3**     For     Against     Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

**Resolution 4**     For     Against     Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

## Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

## Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

# Virtual Meeting Online Guide continued

## 2. How to ask a question

**Note:** Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.

**Ask a Question**

We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

Regarding

Question

Type your question here...

**Submit Question**

In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

**View Questions**

Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.

When will the next AGM be held?

Asked regarding General Business

Asked at: 7:18AM Updated: 7:18AM

**OPEN COMMENTS**

**SUBMIT ANOTHER QUESTION**

## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

## Contact us

### Australia

T +61 1800 990 363

E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)


## LODGE YOUR VOTE

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

 **BY MAIL**  
Selfwealth 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  
Level 12, 680 George Street, Sydney NSW 2000

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



**X99999999999**

## PROXY FORM

I/We being a member(s) of Selfwealth 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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

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 **11:00am (AEDT) on Thursday, 21 October 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/SWF21> (refer to details in the Virtual Annual General Meeting Online Guide).

**Important for Resolutions 1 & 4:** 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 & 4, 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 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 .**

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of increased placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Robert Edgley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of 553,250 Shares to Director Mr Robert Edgley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of placement Shares issued to professional and sophisticated Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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).

**SWF PRX2101N**



## 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 and email address 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 Resolutions 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:

- (a) 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
- (b) 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 Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://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 **11:00am (AEDT) on Tuesday, 19 October 2021**, 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](http://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

Selfwealth 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\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions