



Notice of Annual General Meeting 2023

dusk



Contents

Notice of Annual General Meeting	3
Agenda items	5
Notes relating to voting	6
Explanatory Memorandum	8

Notice of Annual General Meeting

Notice is given that the 2023 Annual General Meeting (**AGM** or **meeting**) of Dusk Group Limited (**dusk** or the **Company**) will be held in Rooms 3-4 on Level 1 at the Hilton Hotel, 488 George Street, Sydney at 11.00am (Sydney time) on Monday, 27 November 2023.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the AGM.



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Agenda items

1. Financial Report, Directors' Report and Auditor's Report

To receive and consider the financial report, directors' report and auditor's report for the Company and its controlled entities for the year ended 2 July 2023.

2. Re-election of Tracy Mellor

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

That Tracy Mellor, being eligible, be re-elected as a Director of the Company.

3. 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 2 July 2023 be adopted.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution (see section 2 of the notes relating to voting).

4. Issue of performance rights to Chief Executive Officer and Managing Director


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

That approval is given for the purposes of ASX Listing Rule 10.14 and for all other purposes, for the grant of performance rights to the Chief Executive Officer and Managing Director, Vlad Yakubson, on the terms set out in the Explanatory Memorandum.

Note: A voting exclusion statement applies to this resolution (see section 2 of the notes relating to voting).

The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.

By Order of the Board



Kate Sundquist
Chief Financial Officer and Company Secretary

26 October 2023

Notes relating to voting

1. Entitlement to 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 in the Company as at 7.00pm (Sydney time) on Saturday, 25 November 2023 will be entitled to attend and vote at the AGM as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

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.

All items of business set out in the Notice of Meeting will be decided by way of a poll. On a poll, shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

2. Voting exclusions

Resolution 3

The Company will disregard any votes cast on resolution 3:

- by or on behalf of a member of the Company's key management personnel (KMP) whose remuneration details are included in the Company's Remuneration Report for the year ended 2 July 2023 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on resolution 3:

- in accordance with a direction as to how to vote in the proxy form; or
- by the Chair of the meeting pursuant to an express authorisation to exercise the proxy even though resolution 3 is connected with the remuneration of the Company's KMP.

Resolution 4

The Company will disregard any votes cast on resolution 4:

- in favour of the resolution by or on behalf of Vlad Yakubson or his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP on the date of the meeting or their closely related parties,

unless the vote is cast on resolution 4:

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

3. Proxies

- a. A shareholder entitled to attend and vote at the AGM has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. A shareholder can appoint a proxy by completing and returning a signed proxy form (see section 4 of these notes relating to voting and the proxy form).
- b. A shareholder that is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.
- c. If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.
- d. Unless the Chair of the meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as proxy on resolutions 3 and 4 unless you direct them how to vote. If you intend to appoint any of those persons as your proxy, you should ensure that you direct that person how to vote on resolutions 3 and 4.
- e. If you intend to appoint the Chair of the meeting as your proxy, you can direct the Chair how to vote by marking the boxes for the relevant resolution on the proxy form (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to resolutions 3 and 4, then by signing and submitting the proxy form, you will be expressly authorising the Chair to vote as he sees fit in respect of resolutions 3 and 4 even though they are connected with the remuneration of the Company's KMP.

f. On a poll, if:

- a shareholder has appointed a proxy (other than the Chair of the meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chair of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.

g. Please note that for proxies without voting instructions that are exercisable by the Chair of the meeting, the Chair intends to vote all available proxies in favour of each resolution.

4. Proxy form

To be effective a proxy form must be completed and received no later than **11.00am (Sydney time) on Saturday, 25 November 2023** in one of the following ways:

Online: www.investorvote.com.au
Mail: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia
Facsimile: (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

5. Corporate representatives

A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must ensure that the Company has received evidence of his or her appointment, including any authority under which it has been signed, prior to the start of the meeting, unless it has previously been given to the Company.

6. Voting by attorney

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the AGM. An attorney may but need not be a member of the Company.

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for proxy forms.

7. Questions for the company before the meeting

Shareholders may submit written questions to the Company before the meeting. Any questions should be emailed to investorrelations@dusk.com.au by no later than 5.00pm (Sydney time) on Monday, 20 November 2023. The Chair will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to any shareholder.

8. Questions for the auditor before the meeting

Shareholders may submit written questions to the Company's auditor, Ernst & Young, regarding the content of the auditor's report or the conduct of its audit of the annual financial report for the year ended 2 July 2023.

Written questions must be received by the Company by no later than 5:00pm (Sydney time) on Monday, 20 November 2023. Please send any written questions to investorrelations@dusk.com.au

The Company will make available to shareholders participating in the meeting a copy of the list of the relevant questions directed to the auditor that were received in writing. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting. The auditor is not required to provide individual responses to shareholders.

Explanatory Memorandum

This Explanatory Memorandum has been prepared to help shareholders understand the items of business at the forthcoming AGM.

1. Financial Report, Directors' Report and Auditor's Report

The Corporations Act requires the annual financial report of the Company for the year ended 2 July 2023 (which includes the financial statements, notes to the financial statements and Directors' declaration), and Directors' report and the auditor's report to be laid before the AGM.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the reports. However, shareholders will be given an opportunity to raise questions or comment on the management of the Company.

A reasonable opportunity will also be given to shareholders as a whole at the meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders can access a copy of the annual report on the Company's website at <https://investors.dusk.com.au>.

2. Re-election of Director

Re-election of Tracy Mellor

Tracy Mellor was appointed a Director of the Company in 2020. She brings to the Board extensive experience in human resources, leadership, culture and remuneration.

Tracy has held numerous leadership roles across a wide range of sectors including pharmaceutical, technology and retail.

Tracy is a member of the Remuneration Committee of the Company.

The Board considers Tracy Mellor to be independent.

Recommendation

For the reasons outline above, the Board (with Tracy Mellor abstaining) recommends that shareholders vote **in favour** of Tracy Mellor's re-election as a Director of the Company.

3. Adoption of Remuneration Report

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report. The Remuneration Report on pages 21 to 32 of the Company's 2023 Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 2 July 2023.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the meeting into account in setting remuneration policy for future years.

A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.

Recommendation

The Board recommends that shareholders vote **in favour** of the adoption of the Remuneration Report.

4. Issue of performance rights to Chief Executive Officer and Managing Director

Pursuant to ASX Listing Rule 10.14, the Company is seeking shareholder approval for the grant of performance rights to Vlad Yakubson, the Chief Executive Officer and Managing Director (CEO), as his Long Term Incentive (LTI) award for FY24.

ASX Listing Rule 10.14 provides that a listed company must not issue securities to a Director under an employee incentive scheme unless it obtains the approval of its shareholders. As Mr Yakubson is an Executive Director of the Company, shareholder approval is being sought for this purpose.

If shareholder approval is obtained, the performance rights pursuant to resolution 4 will be granted under the Dusk Group Limited Equity Incentive Plan (the **Plan**) within 12 months of the meeting.

Key terms of the FY24 LTI grant

The LTI grant is designed to align the interests of the CEO with the interests of shareholders by providing the opportunity to receive an equity interest in the Company through the granting of performance rights.

The performance measures of the performance rights focus on outcomes that are in the reasonable control of management (e.g. Earnings Per Share), and over the long-term are expected to correlate strongly with the value created for shareholders.

It is proposed that Mr Yakubson be granted 414,953 performance rights. The number of performance rights to be granted has been calculated based on the 5-day volume weighted average price (VWAP) of the Company's shares following the day of release of the Company's FY23 annual results, being \$1.07. The total value of the grant is therefore \$444,000, which equates to approximately 80% of Mr Yakubson's fixed annual remuneration of \$555,000 in FY24.

The performance rights do not entitle Mr Yakubson to dividends or voting rights however shares allocated following the vesting and exercise of performance rights rank pari passu in all respects with other ordinary shares (including with respect to dividends and voting rights).

Performance Period

The performance period is 3 financial years from 3 July 2023 to 28 June 2026.

Vesting conditions

Service condition and escrow

For any performance rights to vest, the CEO must remain employed on a full time basis by dusk at the vesting date and have not given notice of his resignation.

The service condition will be tested on the vesting date for the performance rights, being 28 June 2026. Any shares awarded under the LTI will be subject to escrow until the announcement of the FY27 financial results.

Performance conditions

The performance rights will be subject to two separate performance conditions as follows:

- 70% will be subject to the Company achieving underlying Earnings Per Share (EPS) targets over the performance period (EPS Rights); and
- 30% will be subject to the Company achieving Total Shareholder Return (TSR) targets over the performance period (TSR Rights).

EPS performance condition

The EPS performance condition will be measured by reference to the Company's EPS for the financial year ended 28 June 2026.

EPS measures the underlying earnings generated by the Company attributable to each share on issue on a fully diluted basis.

The percentage of EPS Rights that vest, if any, will be determined by reference to the following vesting schedule:

EPS in FY26	Percentage of EPS Rights that vest
Less than 20 cents	Nil
Equal to 20 cents	30%
Between 20 and 27 cents	Straight line pro rata vesting between 30% and 100%
Equal to, or above, 27 cents	100%

TSR performance condition

The TSR performance condition is structured as an absolute TSR growth target, as determined by the Board. TSR combines both share price appreciation and dividends received to show the total return to shareholders with the result expressed as a percentage of the starting share price. The percentage is then converted into a compound annual growth rate (CAGR) over the relevant performance period.

The starting share price for the TSR performance hurdle is \$1.07 representing the 5-day VWAP of the Company's shares following the day of release of the Company's FY23 annual results. The TSR closing price will be the 5-day VWAP of the Company's shares following the day of release of the Company's FY26 annual results.

The percentage of TSR Rights that vest, if any, will be determined by reference to the following vesting schedule:

TSR over the performance period	Percentage of TSR Rights that vest
Less than 5% per annum	Nil
Equal to 5% per annum	30%
Between 5% and 15% per annum	Straight line pro rata vesting between 30% and 100%
Equal to, or above, 15% per annum	100%

Testing of the vesting conditions

Testing of the vesting conditions will occur at the end of the performance period. Calculation of the vesting conditions and achievement against the vesting conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

Explanatory Memorandum *continued*

Any performance rights that remain unvested at the end of the performance period will lapse (subject to Board discretion).

Cessation of employment

Where the employment of the CEO is terminated for cause or if he resigns, all performance rights will lapse, unless otherwise determined by the Board.

In all other circumstances, unless the Board determines otherwise, a pro rata portion of the performance rights (calculated based on the portion of the performance period that has elapsed up until the date employment ceases) will remain on foot and be tested in the ordinary course, as though Mr Yakubson had not ceased employment.

Change of control

If a change of control event occurs with respect to the Company, the Board may determine, in its discretion, the manner in which all performance rights will be dealt with. This may include determining that some or all of the performance rights will vest, lapse or remain on foot.

Clawback

The Board has broad “clawback” powers to determine that performance rights lapse, any shares allocated on vesting of performance rights are forfeited or that amounts are to be repaid in certain circumstances (for example, in the case of serious misconduct).

Restrictions on dealing

The CEO must not sell, transfer, encumber, hedge or otherwise deal with performance rights.

The CEO will be free to deal with the shares allocated on vesting of the performance rights, subject to the requirements of the Company's Securities Dealing Policy.

Additional information provided in accordance with ASX Listing Rules

- Mr Yakubson's total remuneration package as at 9 October 2023 is \$1,054,500, comprising 52.6% as total fixed remuneration (inclusive of superannuation) and 47.4% as the maximum amount he can earn as variable remuneration.
- As the performance rights form part of Mr Yakubson's remuneration they are granted at nil consideration.
- No loan will be provided to Mr Yakubson in relation to the performance rights.
- The Company uses performance rights because they seek to align the interests of executives and shareholders in creating long-term shareholder value but do not provide the executive with the full benefits of share ownership (such as dividend or voting rights) unless they vest.
- If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Yakubson.
- No securities have previously been issued to Mr Yakubson under the Plan.
- Details of any performance rights or shares issued under the Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for this issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Recommendation

The Board (with Vlad Yakubson abstaining) unanimously recommends that shareholders vote **in favour** of the grant of performance rights to Vlad Yakubson.

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Dusk Group Limited
ABN 38 603 018 131

Need assistance?



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



Online:
www.investorcentre.com/contact

DSK

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dusk Group Limited Annual General Meeting

The Dusk Group Limited Annual General Meeting will be held on Monday, 27 November 2023 at 11:00am (Sydney time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (Sydney time) on Saturday, 25 November 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Rooms 3-4 on Level 1 at the Hilton Hotel, 488 George Street, Sydney, NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



Dusk Group Limited
ABN 38 603 018 131

DSK

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Sydney time)** on **Saturday, 25 November 2023**.

Proxy Form

How to Vote on Items of Business

All your shares will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item, your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by selecting the percentage or number of shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement of 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of shares for each proxy, otherwise each proxy may exercise half of your votes. When appointing a second proxy write both names and the percentage of votes or number of shares for each in Step 1 overleaf.

A proxy need not be a shareholder of Dusk Group Limited.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the shareholder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate shareholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative" or other evidence of appointment, including any authority under which it has been signed, unless it has previously been received. A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your Proxy Form at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Dusk Group Limited hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Dusk Group Limited to be held in Rooms 3-4 on Level 1 at the Hilton Hotel, 488 George Street, Sydney, NSW 2000 on Monday, 27 November 2023 at 11:00am (Sydney time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), by completing and submitting this Proxy Form I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 3 and 4 by marking the appropriate box in step 2.

Step 2

Items of Business

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

		For	Against	Abstain
Resolution 2	Re-election of Tracy Mellor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of performance rights to Chief Executive Officer and Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Shareholder(s)

This section must be completed.

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

/ /

Date

