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**ISIGNTHIS LTD**

**ACN 075 419 715**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 2:30 pm AEST

**DATE:** 17 July 2020

**PLACE:** iSignthis Limited's office  
456 Victoria Parade  
East Melbourne VIC 3002

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary at [agm@isignthis.net](mailto:agm@isignthis.net).***

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:30 pm AEST on 17 July 2020 at iSignthis Limited's office, 456 Victoria Parade, East Melbourne, Victoria, 3002. Due to COVID-19 requirements attendee registration by email will be available up to 10:30 AM (AEST) on the day prior to the meeting by emailing the Company Secretary at [agm@isignthis.net](mailto:agm@isignthis.net) and including your Holder Name, Address and HIN or SRN details. Further details available at <http://www.isignthis.com/agm2020>.

### ATTENDING THE MEETING

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Physical attendance by shareholders will not be permitted due to COVID-19 social distancing restrictions, travel restrictions and other requirements imposed by State and federal governments. Attendance is only available by video conference to registered shareholders the Board, auditors and Company advisors.

You must lodge your vote or proxy in advance of the meeting by 2.30 pm on Wednesday 15 July 2020.

If you have lodged an online proxy, you are still entitled to attend the Meeting by video conference. You must register your interest to attend the meeting by weblink on or before **10.30 am Thursday 16 July 2020** by sending an email to the Company Secretary at [agm@isignthis.net](mailto:agm@isignthis.net) including your Holder Name, Address and HIN or SRN details.

### SUBMITTING QUESTIONS

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It is preferred that if you have any questions of the Board that they be submitted in writing to the Company Secretary by email at [agm@isignthis.net](mailto:agm@isignthis.net) on or before **10.30 am Thursday 16 July 2020**.

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm AEST on 15 July 2020.

### VOTING BY PROXY

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To vote by proxy, please complete and sign the Proxy Form which has been mailed directly to you (and any authority under which the proxy is signed) and return the Proxy

Form (and any authority) to the Company by post, facsimile or email (see details below), so that it is received not less than 48 hours prior to the commencement of the Meeting.

- online – [investorcentre.linkmarketservices.com.au](http://investorcentre.linkmarketservices.com.au) (Register or login in and follow the prompts to lodge your vote – see proxy form for further information).
- by post – iSignthis Ltd, 456 Victoria Parade, East Melbourne, Victoria 3002
- by facsimile – facsimile number +61 3 8640 0953
- by email – [investors@isignthis.com](mailto:investors@isignthis.com)

Please refer to the enclosed Proxy Form for further instructions on how to appoint a proxy.

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that, on a poll:

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

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

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

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

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

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

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

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2019 together with the directors' report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding ordinary resolution**:

*“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2019.”*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting exclusion statement:**

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

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **prohibited voter**) described above may vote directed proxies for someone other than a prohibited voter.

Further, a member of the Key Management Personnel (regardless of whether or not their remuneration details are disclosed in the Remuneration Report) and their Closely Related Parties may not cast a vote on this Resolution as a proxy unless that person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution and the vote is not cast on behalf of a prohibited voter. However, the Chair can vote undirected proxies, provided the proxy expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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#### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BARNABY EGERTON-WARBURTON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Barnaby Egerton-Warburton, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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**4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR CHRISTAKIS TAOUSHANIS**

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

*“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Christakis Taoushanis, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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**5. RESOLUTION 4 – APPROVAL OF EMPLOYEE INCENTIVE PLAN**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*“That for the purposes of ASX Listing Rule 7.2 Exception 13, as an exception to ASX Listing Rule 7.1, and for all other purposes, the Shareholders approve the terms of the “iSignthis Ltd Employee Incentive Plan - Performance Rights” as summarised in the Explanatory Statement and the grant of Performance Rights and the issue of Shares under that plan.”*

**Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by or on behalf of a Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) it is cast 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:
  - (i) 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
  - (ii) the person votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a member of the Key Management Personnel and their Closely Related Parties may not vote as a proxy on this Resolution if the appointment does not specify how the proxy is to vote. However, the Chair can vote undirected proxies, provided the proxy expressly authorises the Chair to do so.

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**6. RESOLUTION 5 – INCREASE IN NON-EXECUTIVE DIRECTOR REMUNERATION POOL**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of ASX Listing Rule 10.17, the maximum total annual remuneration pool able to be paid to Non-Executive Directors in their capacity as Directors of the Company and its subsidiaries be increased by \$700,000 from \$300,000 to a maximum of \$1,000,000, to be paid and allocated amongst current and any potential new Directors (other than the Managing Director) over time as the Board considers appropriate and, for this purpose, “Non-Executive Director” includes the Chair in his capacity as a Director of the Company and its subsidiaries, as further described in the Explanatory Statement to this Notice of Meeting.”*

**Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by or on behalf of any Director and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) it is cast 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:
  - (i) 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
  - (ii) the person votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a member of the Key Management Personnel and their Closely Related Parties may not vote as a proxy on this Resolution if the appointment does not specify how the proxy is to vote. However, the Chair can vote undirected proxies, provided the proxy expressly authorises the Chair to do so.

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**7. RESOLUTION 6 – SHAREHOLDERS RESOLUTION TO DELIST FROM THE ASX**

***This resolution has been requisitioned by shareholders; it is not proposed by the Board. See Explanatory Statement, including the Directors' opinion on it.***

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

*"That, for the purposes of ASX Listing Rule 17.11 and for all other purposes:*

*a) the Company seek its removal from the official list of ASX as soon as possible, unless trading in the Company's shares on the ASX has resumed by the end of May 2020 (unless the Directors consider that it is in the best interests of the Company to nonetheless remain listed), and;*

*b) the Directors of the Company be authorised to do all things reasonably necessary to give effect to this decision."*

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**8. RESOLUTION 7 – SHAREHOLDERS RESOLUTION TO LIST ON ANOTHER EXCHANGE**

***This resolution has been requisitioned by shareholders; it is not proposed by the Board. See Explanatory Statement, including the Directors' opinion on it.***

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*"That the Company authorises the Directors to pursue a listing of the Company and/or its subsidiaries on another securities exchange to enable trading in shares in the Company, on the basis that all shareholders interests and rights are maintained."*

**DATED: 12 JUNE 2020**

**By Order of the Board**



**ELIZABETH WARRELL**  
Company Secretary

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

The Directors recommend that Shareholders read the Notice of Meeting (including this Explanatory Statement and the Proxy Form) in full before making any decision in relation to the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act and the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2019 together with the directors' report and the auditor's report.

There is no requirement in the Corporations Act or Constitution for Shareholders to approve the annual financial report, directors' report or auditor's report.

Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports, and on the management of the Company.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <http://www.isignthis.com>.

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

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

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the directors' report contained in the annual financial report of the Company for a financial year.

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

#### 2.2 Two strikes rule

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

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



All of the Directors of the company who were in office when it was resolved to put the directors' report to the second annual general meeting, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the company is approved will be the Directors of the company.

### **2.3 Previous annual general meeting**

At the Company's 2019 annual general meeting the votes cast against the Company's 2019 remuneration report were less than 25%. Accordingly, the Spill Resolution is not relevant for the Meeting.

### **2.4 Voting exclusion statement**

Please refer to the voting exclusion statement for this Resolution in the Notice of Meeting.

### **2.5 Directors' recommendation**

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors unanimously recommend that you vote in favour of this non-binding ordinary resolution.

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## **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BARNABY EGERTON-WARBURTON**

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. This is consistent with ASX Listing Rules 14.4 and 14.5.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has 5 Directors and accordingly 2 must retire. Mr Barnaby Egerton-Warburton, the Director longest in office since his last election, retires by rotation and seeks re-election as a Director.

The Directors, other than Mr Barnaby Egerton-Warburton, unanimously support the re-election of Mr Barnaby Egerton-Warburton as a Director and recommend that Shareholders vote in favour of this Resolution.

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## **4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR CHRISTAKIS TAOUSHANIS**

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3

years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. This is consistent with ASX Listing Rules 14.4 and 14.5.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has 5 Directors and accordingly 2 must retire. Mr Christakis Taoushanis, the Director longest in office since his last election, retires by rotation and seeks re-election as a Director.

The Directors, other than Mr Christakis Taoushanis, unanimously support the re-election of Mr Christakis Taoushanis as a Director and recommend that Shareholders vote in favour of this Resolution.

## **5. RESOLUTION 4 – APPROVAL OF EMPLOYEE INCENTIVE PLAN**

### **5.1 General**

Resolution 4 seeks to 'refresh' the Shareholders' previous approval of the "iSignthis Ltd Employee Incentive Plan - Performance Rights" (**Performance Rights Plan**).

The Performance Rights Plan provides for the issuance of Performance Rights which, upon a determination by the Board that the performance conditions attached to the Performance Rights have been met, will result in the issue of one ordinary Share in the Company for each Performance Right.

The Company wishes to exempt issues of securities under the Performance Rights Plan from contributing towards the rolling annual limit of 15% of issued Shares prescribed by ASX Listing Rule 7.1. This limit otherwise applies to all new issues of equity securities made without Shareholder approval.

The Performance Rights Plan was approved by Shareholders at an annual general meeting of the Company on 28 November 2017. For the future securities issued under the Performance Rights Plan to be exempt from contributing towards the rolling annual limit under ASX Listing Rule 7.1, ASX Listing Rule 7.2 Exception 13 requires the Company to seek Shareholder approval of the Performance Rights Plan every 3 years.

Further information about the Performance Rights Plan is set out below.

### **5.2 Reasons for the Performance Rights Plan**

To achieve its corporate objectives, the Company needs to attract and retain its key staff. The Board believes that grants made to eligible participants under the Performance Rights Plan provide a powerful tool to underpin the Company's employment and engagement strategy, and that the Performance Rights Plan:

- (a) enables the Company to recruit, incentivise and retain Key Management Personnel and other eligible employees needed to achieve the Company's business objectives;
- (b) links the rewards of key staff with the achievements of strategic goals and the long-term performance of the Company;
- (c) aligns the financial interests of participants of the Performance Rights Plan with those of Shareholders; and
- (d) provides incentives to participants of the Performance Rights Plan to focus on superior performance that creates Shareholder value.

### 5.3 Outline of the Performance Rights Plan

This section gives a brief outline of the Performance Rights Plan.

#### (a) Participation

Carefully designed, performance linked, equity plans are widely considered to be very effective in providing long term incentives to staff. As well, they are used to attract and retain staff by providing them with the opportunity to participate in the creation of a valuable personal asset – a financial stake in the Company.

As part of the Company's strategy, the Board wishes to be in a position to grant Performance Rights under the Performance Rights Plan to employees (including Directors), to achieve the objectives outlined above. A Performance Right is a right to be issued a Share upon satisfaction of certain performance conditions that are attached to the Performance Right, as determined by the Board.

#### (b) Overview of the Performance Rights Plan rules and terms and conditions

The Board is cognizant of general Shareholder concern that long-term equity-based rewards for staff should be linked to the achievement by the Company of a performance condition. Performance Rights granted under the Performance Rights Plan to eligible participants will be subject to performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest. Upon Performance Rights vesting and the employee being advised that the vesting conditions have been met, Shares will be issued to the employee exercising the Performance Rights.

The Board considers the Performance Rights Plan a crucial mechanism to encourage and retain high level executive and employee performance. The Board intends to implement the Performance Rights Plan, and set the performance conditions, in a manner designed to incentivise and reward high level executive and employee performance.

The main features of the Performance Rights Plan are summarised as follows:

**Eligible Participants:** The eligible participants under the Performance Rights Plan are full time or part time employees (including Directors) of the Company and its subsidiaries, a contractor or casual employee who works a pro-rata equivalent of 40% or more of a comparable full-time

position for the Company or its subsidiaries, or any other person determined by the Board to be an eligible employee for the purposes of the Plan (**Eligible Employees**).

In accordance with the requirements of the ASX Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Performance Rights Plan and be granted Performance Rights.

**Limits on Entitlements:** The Company may issue such number of Performance Rights, where the number of Shares that may be acquired on conversion of those Performance Rights when added to the total number of Shares or Performance Rights that have already been issued pursuant to the Performance Rights Plan or other incentive scheme in the previous three years, will not exceed 3% of the total number of issued Shares at the time of the issue.

If relying on an ASIC class order or instrument to grant Performance Rights, the Company will ensure that it complies with any limit on the number of Performance Rights that may be issued as required by such ASIC class order or instrument.

**Individual Limits:** The Performance Rights Plan does not set out a maximum number of Shares that may be issued to any one person or company.

**Consideration Payable:** Performance Rights will be issued for no consideration and no amount will be payable upon exercise thereof.

**Offer and Performance Conditions:** The Performance Rights issued under the Performance Rights Plan to Eligible Employees may be subject to performance conditions, determined by the Board from time to time and expressed in a written offer letter (**Offer**) made by the Company to the Eligible Employee which is subject to acceptance by the Eligible Employee within a specified period. The performance conditions may include one or more of: (i) service to the Company of a minimum period of time; (ii) achievement of specific performance conditions by the participant and/or by the Company; (iii) a vesting period following satisfaction of performance conditions before the Performance Rights vest; or (iv) such other performance conditions as the Board may determine and set out in the Offer. The Board has absolute discretion to determine whether performance conditions have been met.

**Milestone Date, Expiry Date & Lapse:** Performance Rights will have an expiry date specified in the Offer, which the Board may determine in its absolute discretion. The Board is not permitted to extend an expiry date without Shareholder approval.

The performance conditions of Performance Rights will have a milestone date as determined by the Board in its absolute discretion and will be specified in the Offer. The Board shall have discretion to extend a milestone date where the Board (in its sole discretion) considers that unforeseen circumstances or events have caused a delay in achieving the performance condition by the milestone date. The Board shall not be permitted to extend the milestone date beyond the expiry date of the Performance Rights.

If a performance condition of a Performance Right is not achieved by the earlier of the milestone date or the expiry date, then the

Performance Right will lapse. A Performance Right will also lapse if the Board determines the participant ceases to be an Eligible Employee for the purposes of the Performance Rights Plan for any reason (other than as a result of retirement, disability, bona fide redundancy or death).

**Retirement, Disability, Redundancy or Death:** Under the Performance Rights Plan, upon the retirement, total and permanent disability, bona fide redundancy or death of a participant, the Board shall determine, in its absolute discretion, whether those Performance Rights whereby the performance conditions have not been satisfied but they have not lapsed, shall in whole or in part be deemed to have become vested Performance Rights or be deemed to have lapsed.

**Forfeiture:** If a participant acts fraudulently or dishonestly or is in breach of his or her obligations to the Company, the Board will have the discretion to deem any Performance Rights to have lapsed and deem any Performance Rights that have become Shares to be forfeited. In the event the underlying Shares have been sold by the participant, the participant will be required to pay all or part of the net proceeds of that sale to the Company.

**Assignment:** Without prior approval of the Board, Performance Rights may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such Performance Rights and exercise any rights in respect of them.

**Takeover Bid or Change of Control:** All Performance Rights automatically vest in the event of:

- (i) a Court ordering a meeting to be held in relation to a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies and the Shareholders of the Company approve the proposed compromise or arrangement at such meeting;
- (ii) a takeover bid (as defined in the Corporations Act) is announced, has become unconditional and the person making the takeover bid has a relevant interest in 50% or more of the Shares in the Company; or
- (iii) any person acquires a relevant interest in 50.1% or more of the Shares in the Company by any other means.

**Alteration in Share Capital:** Appropriate adjustments will be made to the number of Performance Rights in accordance with the ASX Listing Rules in the event of a reconstruction of the share capital of the Company, such as a share consolidation, share split or other reduction of capital.

**Pro Rata Issue of Securities:** If, during the term of any Performance Rights, the Company makes a pro rata issue of securities to the Company's Shareholders by way of a rights issue, the holder thereof shall be entitled to participate in the rights issue on the same terms as the Company's Shareholders as if the holder held that number of Shares equal to the number of Shares issuable to the holder if all of the holder's Performance Rights were exercised prior to the record date for determining entitlement under the pro rata issue.

A holder will not be entitled to any adjustment to the number of Shares he or she is entitled to under any Performance Rights or adjustment to any Performance Condition which is based, in whole or in part, upon the Company's Share price, as a result of the Company undertaking a rights issue.

**Bonus Issue:** If, during the term of any Performance Rights, the Company completes a bonus issue, the number of Shares each Performance Rights holder is then entitled to, shall be increased by that number of securities which the holder would have been issued if the Performance Rights then held by the holder were exercised immediately prior to the record date for the bonus issue.

**Participation in other Opportunities:** There are no participation rights or entitlements inherent in the Performance Rights though the Company will use its reasonable endeavours to ensure that each holder is given an opportunity to participate on the same basis as if his or her Performance Rights had been exercised.

**Termination, Suspension or Amendment:** The Board may terminate, suspend or amend the Performance Rights Plan at any time subject to any resolution of the Company required by the ASX Listing Rules.

**(c) Specific Information Required by ASX Listing Rule 7.2**

In accordance with the requirements of ASX Listing Rule 7.2 Exception 13 (b), the following information is provided:

- (i) the material terms of the Performance Rights Plan are summarised above.
- (ii) 8,824,187 securities have been issued under the Performance Rights Plan since the date of the last approval by Shareholders at an annual general meeting of the Company on 28 November 2017.
- (iii) the maximum number of equity securities proposed to be issued under the Performance Rights Plan following this approval is such number of Performance Rights, where the number of Shares that may be acquired on conversion of those Performance Rights when added to the total number of Shares or Performance Rights that have already been issued pursuant to the Performance Rights Plan or other incentive scheme in the previous three years, will not exceed 3% of the total number of issued Shares at the time of the issue. I.e. as at 1 June 2020, ISX has 1,095,562,698 Shares on issue (3% of which is 32,866,881) and has a further 3,079,135 Performance Rights on issue, therefore ISX could issue a further 29,787,746 Performance Rights under the Plan as at 20 July 2020 (assuming the resolution passes).
- (iv) a voting exclusion statement for Resolution 4 is included in this Notice.

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## 6. RESOLUTION 5 – INCREASE IN NON-EXECUTIVE DIRECTOR REMUNERATION POOL

### 6.1 General

In accordance with ASX Listing Rule 10.17, the maximum aggregate amount payable as remuneration to Non-Executive Directors in any financial year may not exceed an amount determined by shareholders from time to time in general meeting (Remuneration Pool).

The Company is seeking Shareholder approval at the 2020 AGM of an increase to the Remuneration Pool by \$700,000 from \$300,000 to \$1,000,000. The current Remuneration Pool is capped at \$300,000 – having been set at that level in 2015.

The increase in the Remuneration Pool is based on independent advice from KPMG, who recommended the Remuneration Pool be increased to \$1,000,000. Directors have no intention of increasing individual Director's fees until the Company's Shares are trading again on the ASX, or on another premium exchange.

The Board currently consists of four Non-Executive Directors and one Executive Director. Since 2015, the Company has grown, both through the acquisition of Probanx Services Limited and UAB Baltic banking Services, and organically. In 2018 the Company grew revenue by 413% to \$31m and made its maiden profit of \$1.6m. Over time if the Company continues to grow at this pace, it may support a case for the appointment of one or more additional Directors, which at the current Remuneration Pool cap may not be possible. The Board is seeking Shareholder approval to increase the Remuneration Pool for the following reasons:

1. an increase of the Remuneration Pool will give the Company flexibility with regards to appointment of additional Directors, which may prove desirable in the future;
2. to ensure that the Remuneration Pool can accommodate payment of fees to any additional Non-Executive Directors who may be appointed;
3. to enable the Company to maintain remuneration arrangements that are market-competitive, so it can attract and retain high calibre individuals as Non-Executive Directors; and
4. to provide for Non-Executive Directors' fees to grow in the future to reflect market trends in the longer term.

The fees payable to Non-Executive Directors are reviewed from time to time by the Remuneration Committee. Details of the remuneration of each Non-Executive Director are set out in the Remuneration Report. As set out above, the Board does not intend to increase individual Director fees until the Company's Shares are trading again on the ASX, or on another premium exchange.

The Remuneration Pool comprises all remuneration payable to Non-Executive Directors and is inclusive of all Board and Board Committee membership fees, any special responsibilities such as Chairmanship and membership of other Committees which may be required from time to time, and superannuation contributions. The Company does not pay retirement benefits to Non-Executive Directors, other than superannuation.

Details of any securities issued to a Non-Executive Director under LR 10.11 or 10.14 with the approval of Shareholders at any time within the preceding 3 years are outlined as follows:

1. Mr Timothy Hart – 500,000 shares
2. Mr Scott Minehane – 500,000 shares
3. Mr Barnaby Egerton-Warburton – 500,000 shares
4. Mr Christakis Taoushanis\* – 585,000 shares

\* 85,000 shares were issued to Mr Taoushanis prior to his appointment to the board of iSignthis Limited, for services rendered to iSignthis eMoney Limited, a subsidiary of iSignthis Limited.

Although an increase in the Remuneration Pool is being sought, it does not imply that the full amount will be used. The Remuneration Pool is a maximum annual limit and does not indicate that fees will necessarily be increased up to that limit. Full details of the remuneration arrangements applicable to Non-Executive Directors are set out in the Company's Remuneration Report, contained in its Annual Report.

As an Executive Director, Mr Karantzis does not receive any fees under the Remuneration Pool.

As resolution 5 relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this resolution.

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## 7. RESOLUTION 6 – SHAREHOLDERS RESOLUTION TO DELIST FROM THE ASX

### 7.1 Background to the Shareholders Resolution

Shareholders holding more than five percent (5%) of shares have requisitioned the Company under section 249N of the Corporations Act, to consider a resolution to delist the Company from the official list of the ASX (**De-Listing**). The Company's Shares have been suspended on the ASX platform since 2 October 2019. Since that date the Company has responded to a series of queries letters from the ASX and shared over 2,000 pages of information with the ASX. The Shareholders of the Company who have requisitioned the Company, are of the view that despite the ongoing efforts of the Directors, the resumption of trading of the Company's Shares on the ASX appears very unlikely.

Therefore, those Shareholders have proposed a resolution for the De-Listing pursuant to ASX Listing Rule 17.11, and a separate resolution to authorise the Directors to do all things necessary to apply for admission of the Company to the official list of another exchange (**Re-Listing**) - see resolution 7.

It is noted that the resolution is conditional upon the trading in the Company's shares not having resumed by the end of May 2020. This date was in the text of the resolution as submitted and, now that May has ended without a resumption of quotation, this condition is inoperative (but remains as submitted).

### 7.2 Directors' comment and recommendation on the resolution

Directors and their related parties were not party to the requisitioning of the resolution but have discussed the queries and concerns of the requisitioning shareholders with them.



The Directors have considered the resolution, and propose to support it, noting that it gives them some discretion to continue to deal with ASX.

The Directors believe that it is in the best interests of the Company and Shareholders for the Company to be listed on a securities exchange. Accordingly, if Shareholders propose to vote for resolution 7, **Directors recommend that Shareholders vote for Resolution 6.**

If the resolution is passed, the Company will apply to ASX to be removed from the ASX official list under Listing Rule 17.11, or by other means available to it, and will be able to proceed with the De-Listing accordance with the timeframe outlined in paragraph 7.5.

If resolution 6 is not passed, the Company will not be able to proceed with the De-Listing and will remain listed on ASX.

### **7.3 Consequences for the Company and its Shareholders if removed from official list**

If the Company is removed from the official list of ASX, and while the Company continues to have in excess of 100 shareholders, the Company will be an unlisted disclosing entity for the purposes of the Corporations Act. As such, the Company will continue to have continuous disclosure obligations, which require the Company to lodge certain material information with the Australian Securities and Investments Commission, and Shareholders will continue to have the benefit of the continuous disclosure regime under section 675 of the Corporations Act. The Company will post the required information on its website, [www.isignthis.com](http://www.isignthis.com). The Company considers it reasonable to assume that there will remain at least 100 shareholders following its removal from the official list of ASX given as at the date of this notice, it currently has over 10,000 shareholders. If the Company is not an unlisted disclosing entity, it will not have these continuous disclosure obligations. The Company will also continue to be subject to obligations to prepare audited annual and half-yearly financial statements under Part 2M.3 of the Corporations Act and will be required to hold an AGM at least once each calendar year and within five months after the end of its financial year in accordance with section 250N of the Corporations Act.

Moreover, Shareholders will continue to receive the benefit of the protections under:

- (i) Chapter 6 of the Corporations Act (for so long as the Company has 50 shareholders or more); and
- (ii) the related party provisions in Chapter 2E of the Corporations Act.

Shareholders who are uncertain as to what action to take should seek guidance from their professional advisers. In particular, Shareholders should seek appropriate legal, financial and tax advice about the potential impacts of holding shares in a company that is not listed on ASX.

### **7.4 Disadvantages of seeking removal from the official list of ASX**

1. **Reduced liquidity** - Shareholders' will no longer have the ability to sell Shares and realise their investment in the Company via the ASX, until the Company is admitted to the official list of another premium exchange,

subject to the Company being able to meet all relevant listing criteria for that exchange.

After the Company is removed from the official list of ASX and the Shares will no longer be quoted or traded on ASX, Shareholders' Shares will only be capable of sale by an off-market private transaction in accordance with the Company's constitution. Shareholders who wish to sell their Shares after the Company is de-listed will need to find a buyer for their Shares and complete a standard off-market share transfer form and provide it to the Company for processing.

However, as noted above, the Company's Shares have been suspended on the ASX platform since 2 October 2019, which currently limits the liquidity of the Company's Shares.

2. **Limited ability to raise capital** - The Company will not be able to raise capital from public listed equity capital markets.

After the Company is removed from the official list of ASX, it will be unable to raise capital from public listed equity capital markets, until the Company is admitted to the official list of another premium exchange. Unlike a listed public company, an unlisted public company generally does not have the ability to raise capital from the issue of securities in reliance on a limited disclosure fundraising document. Given the Company's suspension for an extended period since 2 October 2019, this may also limit the Company's ability to rely on a limited disclosure document. If the Company wishes to raise capital following its removal from the official list of ASX, this will be by way of an offer of Shares pursuant to a full prospectus or by way of a placement to sophisticated and institutional investors (to whom such disclosure is not required). Any placement made by the Company as an unlisted company may involve the recipient of the placement being subject to a twelve month escrow period on trading of their Shares or secondary sale being limited to 'sophisticated' investors only, which may be unattractive to certain investors and deter them from investing in the Company.

3. **ASX Listing Rules do not apply** - Various requirements of the ASX Listing Rules will no longer apply if the Company is removed from the ASX official list. If the Company remains listed on ASX, the ASX Listing Rules continue to apply.

The reduction of obligations associated with no longer being listed on ASX may include relief from certain reporting and disclosure requirements, removal of certain restrictions on the issue of Shares and removal of certain restrictions on transactions with persons in a position of influence (although Chapter 2E of the Corporations Act will still apply), requirements concerning significant changes to the Company's activities and relief from requirements to address the ASX Corporate Governance Principles and Recommendations. The absence of continued restrictions in these areas may be perceived as disadvantageous by some Shareholders, particularly minority Shareholders.

However, as explained in section 7.3 of this notice, the Company will still be an unlisted disclosing entity if it has more than 100 shareholders, and will continue to have continuous disclosure obligations under the Corporations Act.

The Directors believe the removal from the official list of ASX of the Company will not result in any substantial diminution of the protection for minority Shareholders afforded by the Corporations Act. Shareholders will still have the broad protections of the Corporations Act in relation to related party transactions, takeovers restrictions, financial reporting obligations and holding annual general meetings and an ability to bring an action under Part 2F.1. The Directors continue to be subject to directors' duties under the Corporations Act, including to act in good faith in the best interests of the Company and for a proper purpose.

#### 4. **Other disadvantages**

There are other potential disadvantages to the Company not being listed, including the fact that certain investors may apply a higher valuation to securities of a company that is listed on a recognised exchange.

### 7.5 **Time and date of removal from the official list of ASX**

If ASX's decision to remove an entity from the official list is conditional, the entity is removed after the conditions are met on a date decided by ASX. If the decision is unconditional, the entity is removed on the date specified in the decision. If no date is specified, the entity is removed on a date decided by ASX.

In any case, the removal of the entity from the ASX official list will not take place any earlier than one month after Shareholder approval has been obtained.

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## 8. **RESOLUTION 7 – SHAREHOLDERS RESOLUTION TO LIST ON ANOTHER EXCHANGE**

### 8.1 **Background to the Shareholders Resolution**

Shareholders holding more than five percent (5%) of Shares have requisitioned the Company under section 249N of the Corporations Act, to consider a resolution to apply for admission of the Company to the official list of another premium exchange.

### 8.2 **Directors' comment and recommendation on the resolution**

Directors and their related parties were not party to the requisitioning of the resolution but have discussed the queries and concerns of the requisitioning shareholders with them.

The Directors have considered the resolution and propose to support it. The Directors believe that it is in the best interests of the Company and Shareholders for the Company to be listed on a securities exchange. Accordingly, **Directors recommend that Shareholders vote for Resolution 7.**

### 8.3 **Advantages of seeking admission to an official list of another premium exchange**

1. **Increased liquidity** - Shareholders' will again have the ability to sell Shares and realise their investment in the Company via a premium exchange.

2. **Increased ability to raise capital** - The Company will be able to raise capital from public listed equity capital markets.

After the Company is removed from the official list of ASX, it will be unable to raise capital from public listed equity capital markets, until it is admitted to the official list of another premium exchange and quotation of its Shares occurs.

3. **Shareholders rights will be maintained** – Consistent with relevant law and listing rules on the other exchange.

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## GLOSSARY

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**\$** means Australian dollars.

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

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

**ASX** means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

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

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

**Chair** means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

**Company** means iSignthis Ltd (ACN 075 419 715).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

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

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

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Performance Rights** means performance rights issued under the Performance Rights Plan.

**Performance Rights Plan** means the "iSignthis Ltd Employee Incentive Plan - Performance Rights".

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

**Remuneration Report** means the remuneration report set out in the director's report section of the Company's annual financial report for the financial year ended 31 December 2020.

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

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

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

### LODGE YOUR VOTE



#### ONLINE

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



#### BY MAIL

iSignthis Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

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



#### ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474

### LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **2:30pm (AEST) on Wednesday, 15 July 2020**, 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 reverse of this Proxy Form).



#### BY MOBILE DEVICE

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

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

#### QR Code



### HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

#### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

**Please note: you cannot change ownership of your shares using this form.**

#### APPOINTMENT OF PROXY

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

#### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

#### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

#### SIGNING INSTRUCTIONS

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

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

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

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

#### CORPORATE REPRESENTATIVES

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

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

NAME SURNAME  
ADDRESS LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4  
ADDRESS LINE 5  
ADDRESS LINE 6



X9999999999

## PROXY FORM

I/We being a member(s) of iSignthis Ltd and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:30pm (AEST) on Friday, 17 July 2020 at iSignthis Limited's office, 456 Victoria Parade, East Melbourne, Victoria, 3002** (the Meeting) and at any postponement or adjournment of the Meeting.

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

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

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

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

#### Resolutions

	For	Against	Abstain*
1 ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 RE-ELECTION OF DIRECTOR – MR BARNABY EGERTON-WARBURTON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 RE-ELECTION OF DIRECTOR – MR CHRISTAKIS TAUSHANIS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 APPROVAL OF EMPLOYEE INCENTIVE PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 INCREASE IN NON-EXECUTIVE DIRECTOR REMUNERATION POOL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 SHAREHOLDERS RESOLUTION TO DELIST FROM THE ASX	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 SHAREHOLDERS RESOLUTION TO LIST ON ANOTHER EXCHANGE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2



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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

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).

ISX PRX2001D

