



LATAM AUTOS LIMITED
ABN 12 169 063 414

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Thursday, 28 May 2020

Time of Meeting:
10:00 AM (AEST)

Place of Meeting:
Level 2, 88 Collins Street
Melbourne VIC 3000

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay

LATAM AUTOS LIMITED

ABN 12 169 063 414

Registered office: Level 4, 96-100 Albert Road, South Melbourne, Victoria, 3205

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the Meeting) of Members of LatAm Autos Limited (the "Company") will be held at Level 2, 88 Collins Street, Melbourne, Victoria, 3000 at 10:00 AM (AEST) on Thursday, 28 May 2020.

As a result of the uncertainty and potential health risks created by the rapidly evolving Coronavirus (COVID-19) pandemic, and due to Victorian Government restrictions, Shareholders are encouraged to appoint the Chairman as their proxy with a voting instruction prior to the cut-off time for submission of proxy forms to minimise the need for individuals to attend the Annual General Meeting in person.

The Company takes seriously its responsibility to the wider community to slow the spread of the virus by not creating environments of heightened risk.

Shareholders who choose to physically attend the Annual General Meeting must review and follow government warnings and recommendations, including by maintaining a distance of at least 1.5 metres from other attendees. Shareholders should also arrive early as access to the venue will be delayed due to screening, distancing requirements on entry and a requirement that attendees provide a confirmation in the form of the Schedule to this announcement. If the capacity limits in accordance with Government recommendations are or are expected to be exceeded, the Chairman may adjourn the meeting.

Shareholders may still participate in the meeting via the live webcast.

Shareholders attending the Annual General Meeting through the live webcast will be able to ask questions and the Company has now made provision for Shareholders who register their attendance with the Share Registrar before the start of the meeting to also cast their votes on the proposed resolutions. Shareholders who intend to join the Webcast (particularly those who are intending to vote) are asked to dial-in 30 minutes prior to the start of the Meeting to allow the Company's Share Registrar to take your details.

If you would like to join the live webcast, please use the following details:

Zoom link (via app):	https://zoom.us/j/99913624324
Australia dial-in number:	+61 3 7018 2005
	+61 2 8015 6011
	+61 8 7150 1149
Meeting ID:	999 1362 4324

The webcast will be available 30 minutes prior to the start of the Annual General Meeting.

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

Voting exclusions (where applicable) in respect of each of the Resolutions contained in this Notice are set out in the Explanatory Statement.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 31 December 2019.

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

“That, for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors’ report) for the financial year ended 31 December 2019 be adopted.”

Resolution 2: Election of Mr Joe Hanna as a Director of the Company

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

“That, Mr Joe Hanna, having been appointed to the Board since the last Annual General Meeting of the Company, retires from office in accordance with the Constitution of the Company, and offers himself for election, having consented be elected as a director.”

Resolution 3: Election of Mr Donald Cahill as a Director of the Company

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

“That, Mr Donald Cahill, having been appointed to the Board since the last Annual General Meeting of the Company, retires from office in accordance with the Constitution of the Company, and offers himself for election, having consented be elected as a director.”

Resolution 4: Re-election of Mr Michael Fitzpatrick as a Director of the Company

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

“That, Mr Michael Fitzpatrick, who retires from office by rotation in accordance with the Constitution of the Company and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 5: Re-election of Mr Tim Handley as a Director of the Company

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

“That, Mr Tim Handley, who retires from office by rotation in accordance with the Constitution of the Company and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

By the order of the Board



Melanie Leydin
Company Secretary

Dated: 22 April 2020

Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm AEST on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

3. Proxies

- Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
- Each shareholder has a right to appoint one or two proxies.
- A proxy need not be a shareholder of the Company.
- If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
- Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
- If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
- A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
- To be effective, proxy forms must be received by the Company's share registry (Boardroom Pty Limited) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 10:00 AM (AEST) on Tuesday, 26 May 2020. Any proxy received after that time will not be valid for the scheduled meeting.

Completed Proxy Forms (and the powers of attorney or other instruments or authorities, if any, under which each Proxy Form is signed) or a copy of a facsimile which appears on its face is to be an authentic copy of the Proxy Form (and the power of attorney or other instrument or authority) can be submitted to the Share Registry:

By Mail – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

In Person – Boardroom Pty Limited, Level 12, 225 George Street NSW 2000 Australia

Online: <https://www.votingonline.com.au/latamagm2020>

Alternatively, these documents may be faxed to the Share Registry on + 61 2 9290 9655

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. How the Chairman will vote Undirected Proxies

The Chairman will vote undirected proxies in favour of all of the proposed resolutions.

6. Voting Exclusion Statement:

Resolution 1

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

- a) a member of the Key Management Personnel (being those described in the Remuneration Report) or a closely related party of such a Key Management Personnel (regardless of the capacity in which the vote is cast); and
- b) as proxy by a person who is a member of the Key Management Personnel on the date of the Annual General Meeting or a Closely Related Party of such a member.

However, the Company need not disregard a vote on this Resolution 1 if:

- a) it is cast as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) it is cast by the Chairman for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides, including where the Proxy Form provides an express authorisation for the Chairman to exercise the proxy as the Chairman decides even though Resolution 1 is connected directly or indirectly with the remuneration of the Key Management Personnel.

Resolution 2, 3, 4 and 5

There are no voting exclusions on these resolutions.

7. Enquiries

Shareholders are invited to contact the Company Secretary, Melanie Leydin on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY MEMORANDUM

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 31 December 2019 which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report and the auditors) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9692 7222, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company's website: <http://www.latamautos.com/> or via the Company's announcement platform on ASX. Except for as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's December 2019 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the remuneration report at the Annual General Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that, in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors recommend that shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

Voting Exclusions

Refer to Note 6 for voting exclusions on this Resolution.

Resolution 2: Election of Mr Joe Hanna as a Director of the Company

Background

Mr Joe Hanna was appointed as a director of the Company on 26 July 2019 as a casual vacancy and is eligible for election. The Company's constitution requires that a Director appointed by the Board must retire from office at the next annual general meeting following their appointment.

Mr Hanna is Australian with significant business experience in Latin America, most notably with Mitula. He has over 23 years digital product and technology experience and over 20 years in online classifieds and search experience. Mr Hanna founded 'Modern Search' which merged with 'Mitula Classifieds' in 2010. Mr Hanna was instrumental in the IPO of Mitula Group Limited on the ASX (ASX:MUA) in 2015 where he served as Non-Executive Director until it was sold in 2019 to Lifull (TSE:2120). Mr Hanna also serves as an Executive Director of ASX listed Real Estate Investar Group Limited (ASX:REV), a leading Australian PropTech.

Directors Recommendations

The Board (with Mr Hanna abstaining), recommends that shareholders vote in favour of the election of Mr Hanna. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Hanna's election.

Voting Exclusions

Refer to Note 6 for voting exclusions on this Resolution.

Resolution 3: Election of Mr Donald Cahill as a Director of the Company

Background

Mr Donald Cahill was appointed as a director of the Company on 26 July 2019 as a casual vacancy and is eligible for election. The Company's constitution requires that a Director appointed by the Board must retire from office at the next annual general meeting following their appointment.

Mr Cahill has 22 years' experience in technology sector working for Brightstar (founding member, sold to SoftBank in 2014) and BBSS (a Softbank company). Mr Cahill currently works as an executive advisory role with BBSS, but also works identifying opportunities for Softbank's investment funds in the Americas. Mr Cahill is based in Silicon Valley and has a substantial understanding of the South American and Mexican markets.

Directors Recommendations

The Board (with Mr Cahill abstaining), recommends that shareholders vote in favour of the election of Mr Cahill. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Cahill's election.

Voting Exclusions

Refer to Note 6 for voting exclusions on this Resolution.

Resolution 4: Re-election of Mr Michael Fitzpatrick as a Director of the Company

Background

The Constitution of the Company requires that at every Annual General Meeting, at least two of the Directors shall retire from office and provides that such Directors are eligible for re-election at the meeting. Accordingly, Mr Michael Fitzpatrick retires by rotation and, being eligible, offers himself for re-election.

Mr Fitzpatrick has over 40 years' experience in the financial services sector. Committed to sustainability, Mike and his associated interests have made a range of investments in renewable energy and related technology development. Current investments include electric vehicles (California based Proterra), high purity quartz for use in silicon manufacture (Creswick Quartz) and Third Equation, a developer of transformers designed to stabilise electricity grids.

Mike holds a number of non-executive directorships, including Infrastructure Capital Group, Carnegie Clean Energy Limited and Latam Autos Limited. Mike is also a Trustee of the Rhodes Trust.

Infrastructure Capital Group is a leading Australian based mid-market infrastructure fund manager with over \$2 billion in equity investments and with almost \$500 million allocated to renewable energy in its recently launched Australian Renewable Infrastructure Fund (ARIF).

In 1994 Mike founded Hastings Funds Management Ltd (Hastings), the pioneering infrastructure asset management company where he was Managing Director until he sold his interest in 2005. Hastings was then one of the largest managers of infrastructure and alternative assets in Australia (including infrastructure, high yield debt, private equity and timberland) managing investments of approximately \$3.8 billion. Hastings' related

directorships included Pacific Hydro, Australian Infrastructure Fund, Utilities Trust of Australia and Hastings Diversified Utilities Fund.

Prior to establishing Hastings, Mike was a director of CS First Boston. He also previously held positions with Merrill Lynch and First Boston in New York, the Victorian Treasury and Telecom Australia.

Mike is a former Chairman of Pacific Current Group Limited, Victorian Funds Management Corporation, the Australian Football League and the Australian Sports Commission, a former director of Rio Tinto Limited and Rio Tinto plc, a former member of the Melbourne Park Tennis Centre Trust, a former director of the Carlton Football Club and a former director of the Walter & Eliza Hall Institute of Medical Research.

Directors Recommendations

The Board (with Mr Fitzpatrick abstaining), recommends that shareholders vote in favour of the election of Mr Fitzpatrick. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Fitzpatrick's election.

Voting Exclusions

Refer to Note 6 for voting exclusions on this Resolution.

Resolution 5: Re-election of Mr Tim Handley as a Director of the Company

Background

The Constitution of the Company requires that at every Annual General Meeting, at least two of the Directors shall retire from office and provides that such Directors are eligible for re-election at the meeting. Accordingly, Mr Tim Handley retires by rotation and, being eligible, offers himself for re-election.

Mr Handley is currently Head of M&A and Business Development for Viva Energy Ltd, and is a cofounder and Director of LatAm Autos. Prior to co-founding LatAm Autos in early 2014, Tim worked for 11 years' in mergers & acquisitions, equity and debt capital markets experience (including 7 years in Latin America). Previously Tim worked at Gresham Partners and UBS. Tim also founded and was managing director of Chestnut Partners, a São Paulo, Brazil based corporate finance advisory business where he advised several leading Australian organisations on acquisitions and investments in Latin America.

Directors Recommendations

The Board (with Mr Handley abstaining), recommends that shareholders vote in favour of the election of Mr Handley. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Handley's election.

Voting Exclusions

Refer to Note 6 for voting exclusions on this Resolution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 31 December 2019;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEST**” means Australian Eastern Standard Time.

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means LatAm Autos Limited ABN 12 169 063 414;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of LatAm Autos Limited for the financial year ended 31 December 2019 and which is set out in the 2019 Annual Report.

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Memorandum;

“**Share**” means a fully paid ordinary share in the capital of the Company; and

“**Shareholder**” means shareholder of the Company.

Schedule

I, _____, provide the following confirmation:

- I have not returned from overseas within at least the last 14 days.
- I have not had any of the symptoms associated with novel coronavirus (COVID-19) for at least the last 14 days e.g. fever, cough, shortness of breath, chills, body aches, sore throat, headache and runny nose.
- As far as I am aware, I have not come into contact with a person who has returned from overseas travel within at least the last 14 days.
- As far as I am aware, I have not come into contact with someone who has tested positive for COVID-19 within at least the last 14 days.

Signature



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEST) on Tuesday 26 May 2020.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/latamagm2020>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEST) on Tuesday 26 May 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/latamagm2020>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **LatAm Autos Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Level 2, 88 Collins Street, Melbourne VIC 3000 on Thursday, 28 May 2020 at 10:00am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr Joe Hanna as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Donald Cahill as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Michael Fitzpatrick as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Mr Tim Handley as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / /2020