

**Nvoi Limited**

6, Middlemiss Street  
Lavender Bay, NSW 2060  
ACN: 107 371 497

<http://www.nvoi.com.au>

# Nvoi

# Nvoi Limited

## Notice of General Meeting

Explanatory Statement | Proxy Form

18 June 2019

11:00AM AEST

**Address**

Automic Group  
Level 5  
126 Phillip Street  
Sydney NSW 2000

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.

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# Venue and Voting Information

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am AEST on 18 June 2019 at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000.

## Your vote is important

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

## Voting in person

To vote in person, attend the General Meeting on the date and at the place set out above.

## Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return the form within the timeframe and in accordance with the instructions set out in the Proxy Form:

(a) by post to:

Nvoi Limited, PO Box 5193, Sydney, NSW 2000; or

(b) by hand to:

Nvoi Limited, Level 5, 126 Phillip Street, Sydney, NSW 2000; or

(c) by email to:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

## Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form.

## Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment.

# Enquiries

Shareholders are asked to contact Andrew Bursill, Company Secretary, on +61 (0)2 9299 9690 if they have any queries in respect of the matters set out in these documents.

# Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of Nvoi Limited (ACN 107 371 497) will be held at 11:00am AEST on 18 June 2019 at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form form part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7:00pm AEST on 16 June 2019. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## Resolutions

### 1. **Resolution 1 – Ratification under ASX Listing Rule 7.4 of prior issue of Shares made in accordance with ASX Listing Rule 7.1**

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 62,242,592 Shares to the parties and on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue of the Shares; or
- (b) an associate of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair 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.

## 2. Resolution 2 – Ratification under ASX Listing Rule 7.4 of prior issue of Shares made in accordance with ASX Listing Rule 7.1A

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 41,495,061 Shares to the parties and on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who participated in the issue of the Shares; or
- (b) an associate of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair 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.

## 3. Resolution 3 – Approval to issue Placement Options

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

*“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 81,099,998 Options to the parties and on the terms and conditions set out in the Explanatory Statement.”*

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

- (a) a person who participated in the issue of the Shares referred to in Resolution 1 and 2; or
- (b) an associate of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair 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.

#### 4. Resolution 4 – Approval to issue Placement Options to Steven Papadopoulos

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

*“That subject to the passing of Resolution 3, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 7,500,000 Options to Steven Papadopoulos (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Mr Papadopoulos and/or his nominees; or
- (b) an associate of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair 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.

#### 5. Resolution 5 – Approval to issue Placement Options to John Winters

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

*“That subject to the passing of Resolution 3, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 15,137,655 Options to Mr Winters (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) Mr Winters and/or his nominee; or
- (b) an associate of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair 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.

## 6. Resolution 6 – Approval of issue of Advisor Options

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 10,000,000 Advisor Options to Diamond Capital Partners (an associate of John Winters) on the terms and conditions set out in the Explanatory Statement.”*


**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) Diamond Capital Partners and/or its nominees; or
- (b) an associate of those persons (including Mr Winters).

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**BY ORDER OF THE BOARD**



Andrew Bursill  
Director and Company Secretary  
Nvoi Limited

17 May 2019

# Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting to be held at 11:00am AEST on 18 June 2019 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

## Resolutions

### 1. **Resolutions 1 and 2 – Ratification under ASX Listing Rule 7.4 of prior issue of Shares made in accordance with ASX Listing Rules 7.1 and 7.1A**

#### 1.1. **Background**

As announced to the ASX on 8 March 2019, the Company successfully completed a private placement to sophisticated and professional investors (**Placement**) of 103,737,653 new ordinary shares at an average price of \$0.0034 per Share (**Placement Shares**), raising approximately \$352,708 in new capital (before costs) for the Company.

Shareholder approval is being sought to ratify the issue of the Placement Shares, of which 62,242,592 Shares were issued under ASX Listing Rule 7.1 (Resolution 1) and 41,495,061 Shares were issued under ASX Listing Rule 7.1A (Resolution 2).

ASX Listing Rule 7.1 restricts listed companies as to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% capacity**), unless an exception applies. The Company has not exceeded its 15% capacity.

ASX Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1A (**10% capacity**). The Company is an eligible entity and sought and received Shareholder approval for its 10% capacity at its Annual General Meeting held on 27 November 2018.

A company may refresh its 15% capacity and 10% capacity under ASX Listing Rule 7.4 pursuant to which holders of ordinary securities ratify and approve previous issues of securities made without prior approval under ASX Listing Rule 7.1 but within the company's 15% capacity or made in accordance with the 10% capacity available under ASX Listing Rule 7.1A..



By ratifying these previous issues, the Company will retain the flexibility to issue equity securities in the future within the limits of ASX Listing Rules 7.1 and 7.1A up to its 15% capacity and 10% capacity, respectively, without needing to seek further Shareholder approval.

Accordingly, Resolutions 1 and 2 seek Shareholder approval to allow the Company to refresh its 15% capacity and 10% capacity, respectively.

## 1.2 Technical Information Required Under ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

- (a) 103,737,653 Shares were issued on the following basis:
  - (i) 62,242,592 Shares issued pursuant to ASX Listing Rule 7.1 (Resolution 1); and
  - (ii) 41,495,061 Shares issued pursuant to ASX Listing Rule 7.1A (Resolution 2).
- (b) The Placement Shares were issued at an issue price of \$0.0034 per Share.
- (c) The Placement Shares issued rank equally with, and are on the same terms as, the existing Shares on issue.
- (d) The Placement Shares were allotted to professional and sophisticated investors determined by the Board, none of whom were related parties of the Company at the time of allotment and issue.
- (e) The funds raised were allocated to the advancement of the Company's corporate objectives and for general working capital purposes.
- (f) A voting exclusion statement applies to this item of business, as set out in the Notice.

## 2. Resolution 3 – Approval to issue Placement Options

### 2.1 Background

In conjunction with the Placement (see Section 1), the Company agreed, subject to Shareholder approval, to issue free-attaching Options to the recipients of Placement Shares on a one for one basis (**Placement Options**) with an exercise price of \$0.0034 and expiring on 30 November 2024.

Full terms and conditions of the Placement Options are as set out in Annexure A.

An entity associated with Steven Papadopoulos and an entity associated with John Winters participated in the Placement. Mr Papadopoulos and Mr Winters were not related parties of the Company at the time of allotment and issue of the Placement Shares, which occurred on 8 March 2019. Subsequent to completion of the Placement, on 15 April 2019 Mr Papadopoulos and Mr Winters were appointed as Directors and are, therefore, now related parties of the Company. Separate approval is being sought under Resolutions 4 and 5 in respect of Placement Options proposed to be issued to them or their nominees.

A summary of ASX Listing Rule 7.1 is set out in Section 1.2. The effect of Resolution 3 will be to allow the Company to issue the Placement Options (to the non-Director recipients) without using the Company's 15% capacity.

## 2.2 Technical Information Required Under ASX Listing Rule 7.3

ASX Listing Rule 7.3 requires the following information to be provided to Shareholders:

- (a) The maximum number of securities to be issued is 81,099,998 Options.
- (b) The Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules) and on one date.
- (c) The Placement Options will be issued on one date as free attaching Options on the basis of 1 Placement Option for every 1 Placement Share subscribed for under the Placement. As such, no funds will be raised from the issue of the Placement Options.
- (d) The Placement Options will be issued to the recipients of the Placement Shares under the Placement (except for Mr Papadopoulos and Mr Winters who are now related parties and for whom separate approval is being sought under Resolutions 4 and 5).
- (e) The Placement Options have an exercise price of \$0.0034 each with an expiry date of 30 November 2024, and are otherwise to be issued on the terms and conditions contained in Annexure A. As at the date of this Notice the current share price is \$0.014 and therefore the Placement Options are "in the money".
- (f) A voting exclusion statement applies to this item of business, as set out in the Notice.

## 3. Resolutions 4 and 5 – Approval to issue Placement Options to Steven Papadopoulos and John Winters

### 3.1 Background

As detailed in Section 2, the Company is seeking approval under Resolution 3 for the issue of the Placement Options in connection with the Placement.

An entity associated with Steven Papadopoulos and an entity associated with John Winters participated in the Placement. Mr Papadopoulos and Mr Winters were not related parties of the Company at the time of allotment and issue of the Placement Shares, which occurred on 8 March 2019. Subsequent to completion of the Placement, on 15 April 2019 Mr Papadopoulos and Mr Winters were appointed as Directors and are, therefore, now related parties of the Company. Separate approval is being sought for the purposes of ASX Listing Rule 10.11 under Resolutions 4 and 5 in respect of Placement Options proposed to be issued to them or their nominees.

ASX Listing Rule 10.11 provides that a company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without the approval of shareholders. If approval is given under ASX Listing Rule 10.11, Shareholder approval is not required under ASX Listing Rule 7.1 and the issue of these Placement Options will not reduce the Company's 15% capacity.

In addition, as a majority of the Directors have a material personal interest in the issue of the securities that are the subject of Resolutions 4 and 5, the Company seeks approval under section 195 of the Corporations Act so that Shareholders may pass a resolution to deal with this matter.

### 3.2 Technical Information Required Under ASX Listing Rule 10.13

ASX Listing Rule 10.13 requires the following information to be provided to Shareholders:

- (a) The Placement Options will be issued to Steven Papadopoulos or his nominee (Resolution 4) and John Winters or his nominee (Resolution 5). Mr Papadopoulos and Mr Winters are Directors, having been appointed to the Board after the allotment and issue of the Placement Shares to which the Placement Options are free-attaching.
- (b) The maximum number of Placement Options that will be issued is:
  - (i) Mr Papadopoulos (or his nominee) - 7,500,000 (Resolution 4); and
- (c) Mr Winters (or his nominee) - 15,137,655 (Resolution 5). The Company proposes to issue the Placement Options within one month after the date of the Meeting. The Placement Options have an exercise price of \$0.0034 each with an expiry date of 30 November 2024, and are otherwise to be issued on the terms and conditions contained in Annexure A. As at the date of this Notice the current share price is \$0.014 and therefore the Placement Options are "in the money".
- (d) The Placement Options will be issued as free attaching Options on the basis of 1 Placement Option for every 1 Placement Share subscribed for. As such, no funds will be raised from the issue of the Placement Options.
- (e) A voting exclusion statement applies to this item of business, as set out in the Notice.

## 4. Resolution 6 – Approval of issue of Advisor Options

### 4.1 General

The Company seeks Shareholder approval for the issue of 10,000,000 Options (**Advisor Options**) to Diamond Capital Partners, an entity associated with John Winters, or its nominee in consideration for services provided in managing and assisting the Company with the Placement in addition to a cash fee of \$17,636 (being 5% of the capital raised under the Placement) as set out in the Company's announcement of 8 March 2019

The Company seeks Shareholder approval for the issue of 10,000,000 Options (**Advisor Options**) to Diamond Capital Partners, an entity associated with John Winters, or its nominee in consideration for corporate advisory services provided in managing and assisting the Company with the Placement (including identifying sophisticated and professional investors for the Company and co-ordinating the capital raising and payment of subscription monies for the Placement), in addition to a cash fee of \$17,636 (being 5% of the capital raised under the Placement) as set out in the Company's announcement of 8 March 2019.

Mr Winters was not a related party of the Company at the time of completion of the Placement, which occurred on 8 March 2019, however subsequent to that date, on 15 April 2019, Mr Winters was appointed as a Director and is now, therefore, a related party of the Company.

ASX Listing Rule 10.11 provides that a company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without the approval of shareholders. If approval is given under ASX Listing Rule 10.11, Shareholder approval is not required under ASX

Listing Rule 7.1 and the issue of the Advisor Options will not reduce the Company's 15% capacity.

Shareholder approval is therefore sought by the Company for the issue of the Advisor Options to Diamond Capital Partners and/or its nominee.

#### **4.2 Technical Information Required Under ASX Listing Rule 10.13**

ASX Listing Rule 10.13 requires the following information to be provided to Shareholders:

- (a) The Advisor Options will be issued to Diamond Capital Partners and/or its nominee. Diamond Capital Partners is an associated entity of Mr Winters, who is a Director.
- (b) The maximum number of Advisor Options that will be issued is 10,000,000.
- (c) The Company proposes to issue the Advisor Options within one month after the date of the Meeting. The Advisor Options have an exercise price of \$0.003 each with an expiry date of 30 November 2022, and are otherwise to be issued on the terms and conditions contained in Annexure B. . As at the date of this Notice the current share price is \$0.014 and therefore the Advisor Options are "in the money".
- (d) The Advisor Options will be issued in consideration for services performed by Diamond Capital Partners, and not for cash. As such, no funds will be raised from the issue of the Advisor Options.
- (e) A voting exclusion statement applies to this item of business, as set out in the Notice.

# Glossary

**10% capacity** has the meaning given to that term in Section 1.1.

**15% capacity** has the meaning given to that term in Section 1.1.

**Advisor Options** has the meaning given to that term in Section 4.1.

**AEST** means Australian Eastern Standard Time, Sydney, New South Wales.

**ASX** means ASX Limited (ABN 98 008 624 691).

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

**Board** means the board of Directors of the Company as constituted from time to time.

**Company** means Nvoi Limited ACN 107 371 497

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

**Diamond Capital Partners** means Diamond Capital Partners Pty Ltd AFSL 337927.

**Directors** mean the directors of the Company.

**Documents** means each of the Notice, Explanatory Statement and the Proxy Form and all other documents that accompany each other when sent to each Shareholder.

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

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

**Notice** means the notice of Meeting that accompanies and forms part of the Documents.

**Option** means option to acquire one Share.

**Ordinary Resolution** means a resolution passed by more than 50 per cent of the votes at a general meeting of Shareholders.

**Placement** has the meaning given to that term in Section 1.1.

**Placement Options** has the meaning given to that term in Section 2.1.

**Placement Shares** has the meaning given to that term in Section 1.1.

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

**Section** means section of this Explanatory Statement.

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

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

## Annexure A - Terms and Conditions of Placement Options

The Options will have the following terms and conditions:

- (a) The Options will be exercisable at \$0.0034 each (**Exercise Price**).
- (b) Unless earlier exercised, the Options will expire at 5:00pm AEDT on 30 November 2024 (**Expiry Date**). Options not exercised before the Expiry Date will expire.
- (c) The Options will entitle the holder to subscribe for one Share.
- (d) The Options are exercisable at any time prior to the Expiry Date.
- (e) The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with a cheque for the full payment of the Exercise Price to the registered address of the Company at any time prior to the Expiry Date.
- (f) Upon the valid exercise of the Options and payment of the Exercise Price, the Company will issue Shares ranking pari passu with the then existing Shares on issue.
- (g) The Option holder will be permitted to participate in new issues of securities of the Company only upon the prior exercise of the Options, in which case the holder of the Options will be afforded such period of notice as prescribed under the ASX Listing Rules to exercise the Options.
- (h) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
  - (1) the number of Options, the exercise price of the Options, or both will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules with the intention that such reconstruction will not result in any benefits being conferred on the holders of the Options which are not conferred on Shareholders; and
  - (2) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of Shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the Options will remain unchanged.
- (i) There is no right to a change in the exercise price of the Options or to the number of Shares over which the Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Options.
- (j) If there is a bonus issue to the holders of Shares, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
- (k) The Options are transferable in accordance with the Corporations Act.

## Annexure B - Terms and Conditions of Advisor Options

The Options will have the following terms and conditions:

- (a) The Options will be exercisable at \$0.003 each (**Exercise Price**).
- (b) Unless earlier exercised, the Options will expire at 5:00pm AEDT on 30 November 2022 (**Expiry Date**). Options not exercised before the Expiry Date will expire.
- (c) The Options will entitle the holder to subscribe for one Share in the Company.
- (d) The Options are exercisable at any time prior to the Expiry Date.
- (e) The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with a cheque for the full payment of the Exercise Price to the registered address of the Company at any time prior to the Expiry Date.
- (f) Upon the valid exercise of the Options and payment of the Exercise Price, the Company will issue Shares ranking pari passu with the then existing Shares on issue.
- (g) The Option holder will be permitted to participate in new issues of securities of the Company only upon the prior exercise of the Options, in which case the holder of the Options will be afforded such period of notice as prescribed under the ASX Listing Rules to exercise the Options.
- (h) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
  - (1) the number of Options, the exercise price of the Options, or both will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules with the intention that such reconstruction will not result in any benefits being conferred on the holders of the Options which are not conferred on Shareholders; and
  - (2) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of Shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the Options will remain unchanged.
- (i) There is no right to a change in the exercise price of the Options or to the number of Shares over which the Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Options.
- (j) If there is a bonus issue to the holders of Shares, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
- (k) The Options are transferable in accordance with the Corporations Act.

**Nvoi**





## NVOI LIMITED ACN 107 371 497

### Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - directors of the company;
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and either:
  - (a) send the proxy form to NVOI Limited, PO Box 5193, Sydney, NSW 2000; or
  - (b) deliver the proxy form by hand to NVOI Limited, Level 5, 126 Phillip Street, Sydney, NSW 2000, or
  - (c) Email the proxy form to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

so that it is received not later than 11am AEST on 16 June 2019.

**Proxy forms received later than this time will be invalid.**