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Level 4, 60 Union St
Pyrmont NSW 2009
www.ovato.com.au

15 October 2019

ASX Announcement

Notice of Annual General Meeting

The Annual General Meeting of Ovato Limited will be held on Thursday 21 November 2019 at Deloitte Touche Tohmatsu, Level 9, Grosvenor Place, 225 George Street, Sydney 2000 at 11.00 am.

Attached is a copy of the:

- Notice of Annual General Meeting; and
- Proxy Form.

For further information please contact:

Alistair Clarkson
Company Secretary and General Counsel
Phone: 02 9412 6004

For personal use only



Annual General Meeting 2019

An integrated print, distribution
and marketing services company.



Annual General Meeting 2019

Notice is hereby given of the twenty-ninth Annual General Meeting of members of Ovato Limited ABN 39 050 148 644

Voting entitlements

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), all ordinary shares in Ovato Limited ACN 050 148 644 (Ovato or the Company) that are quoted securities as at 7.00pm Australian Eastern Daylight Time on Tuesday 19 November 2019 are taken, for the purposes of the meeting, to be held by the persons who held those shares at that time.

Annual report

The 2019 Ovato Annual Report is also available on Ovato's internet site:
www.ovato.com.au/annualreport2019

Explanatory memorandum

The Explanatory Memorandum forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

The meeting

The meeting will be held at the offices of Deloitte Touche Tohmatsu Level 9 Grosvenor Place 225 George Street, Sydney NSW 2000 on Thursday 21 November 2019 at 11:00am.

Admission to meeting

Shareholders who will be attending the meeting, and who will not be appointing a proxy, are asked to bring the proxy form to the meeting to help speed admission.

Shareholders who do not plan to attend the meeting are encouraged to complete and return the proxy form for each of their holdings of shares.

A replacement proxy form may be obtained from:

Computershare Investor Services Pty Limited

Enquiries within Australia: **1300 556 161**

Enquiries outside Australia: **+61 3 9415 4000**

Investor Centre contact details: **www.investorcentre.com/contact**

Ordinary business

1. Financial statements and reports

To receive and consider the financial statements, the Directors' Report and the Independent Auditor's Report of Ovato Limited for the financial year ended 30 June 2019.

2. To adopt the Remuneration Report

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

That the Remuneration Report for the year ended 30 June 2019 (set out on pages 33 to 41 of the 2019 Ovato Limited Annual Report) be adopted.

Note: the vote on this Resolution is advisory only and does not bind the Directors of OVT.

The Directors unanimously recommend you vote in favour of this resolution.

The Chairman intends to vote open proxies in favour of this resolution.

3. Election of Director

Election of Dhun Karai

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

That Dhun Karai retiring in accordance with the Constitution, and being eligible, be re-elected as a Director of Ovato Limited.

Information about Dhun Karai appears in the Explanatory Memorandum to the Notice of Annual General Meeting convening this meeting and in the 2019 Ovato Annual Report.

The Directors, with Dhun Karai abstaining, recommend you vote in favour of this resolution.

The Chairman intends to vote open proxies in favour of this resolution.

By Order of the Board



Alistair Clarkson
Company Secretary and General Counsel

Voting exclusion statement: item 2

The Corporations Act 2001 (Cth) (Corporations Act) imposes restrictions on:

- Directors and other key management personnel (as defined in the Corporations Act) of the Company; and
- their closely related parties (as defined in the Corporations Act),

voting in any capacity (eg. as a shareholder, proxy or corporate representative) on Item 2. This restriction does not apply if the person has been appointed as a proxy which specifies how the proxy is to vote on Item 2, provided that the person who appointed the proxy is not themselves a person subject to the restriction.

Also the restrictions do not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise the proxy. Additionally, if a member appoints the Chairman of the Meeting as their proxy and the member does not direct him how to vote on Item 2, the member will be expressly authorising the Chairman of the Meeting to vote, even though Item 2 is connected directly or indirectly with the remuneration of a member of the key management personnel for OVT.

Other Directors and other key management personnel of the Company and their closely related parties will not cast any votes in respect of Item 2 that arise from any undirected proxy that they hold.

Explanatory memorandum

Item 1 - Reports

While the Corporations Act requires the Annual Financial Report of Ovato and its controlled entities (Ovato Group), including the Directors' Report and the Auditor's Report, to be laid for consideration before the Annual General Meeting, neither the Corporations Act nor Ovato's Constitution requires shareholders to vote on, approve or adopt those reports.

Shareholders will, however, have the opportunity at the Annual General Meeting to raise questions on those reports.

Item 2 – Remuneration Report

Ovato's Board of Directors is submitting its Remuneration Report to shareholders for consideration and adoption by way of a non-binding advisory ordinary resolution at the Annual General Meeting.

Under sections 250U and 250V of the Corporations Act, if at two consecutive Annual General Meetings of a listed company at least 25% of votes cast on a resolution that the Remuneration Report be adopted are against adoption of the report, at the second of these Annual General Meetings there must be put to the vote a resolution that another meeting be held within 90 days at which all Directors (except the Managing Director) who were Directors at the date the Remuneration Report was considered at the second Annual General Meeting must stand for re-election. So, in summary, shareholders will be entitled to vote in favour of holding a general meeting to re-elect the Board if the Remuneration Report receives 'two strikes'. The Remuneration Report did not receive a 'first strike' at the Ovato's 2018 Annual General Meeting.

The Remuneration Report is set out on pages 33 to 41 of Ovato's 2019 Annual Report.

This Remuneration Report outlines the Director and executive remuneration arrangements in accordance with the requirements of the Corporations Act and its Regulations. It covers the Directors of Ovato, including the Chief Executive Officer (CEO), and other key management personnel with the authority and responsibility for planning, directing and controlling the activities of Ovato. The report also contains information about the broader remuneration practices applying to management below the executive level. A reasonable opportunity will be provided for shareholders to ask questions about, or make comments on, the Remuneration Report at the Annual General Meeting.

Directors' recommendation: **The Directors unanimously recommend you vote in favour of this resolution.**

The Chairman of the Meeting intends to vote undirected proxies in favour of Item 2.

Item 3 – Election of Director

Biography of Dhun Karai Non-Executive Director Appointed 1 June 2016.

Ms Karai has been an independent Non-Executive Director since 1 June 2016. Ms Karai was a member of the Audit and Risk Management Committee ("ARMC") from 1 June 2016 to 30 May 2019. She was Chair of the ARMC from 26 August 2016. Ms Karai has been a member of the Appointments and Compensation Committee from 31 May 2019.

Ms Karai's experience spans over 20 years in senior executive roles in financial services, customer engagement, digital / new products development, internal audit and risk management, initiating major transformational projects in Australia, New Zealand and the UK. Ms Karai held the position of Chief Manager Personal Markets with the Commonwealth Bank and for over ten years as the Head of Group Financial Services at Woolworths spearheading its banking services, digital partnerships, customer loyalty and data-driven marketing initiatives.

Currently Ms Karai is a Partner at Grant Thornton Australia. Ms Karai's other directorships have included being a Non-Executive Director of eftpos Payments Australia Limited and GI Technology Private Limited.

Her committee memberships have included the Australian Payments Council, the National Financial Literacy Program and the International Merchants Advisory Group (USA).

The Directors, with Dhun Karai abstaining, recommend you vote in favour of this resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

Questions and comments by shareholders at the meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders to ask questions about, or make comments on, the management of Ovato at the meeting.

A reasonable opportunity will be also be given to shareholders to ask Ovato's external auditor, Deloitte Touche Tohmatsu, questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent auditor's report;
- (c) the accounting policies adopted by Ovato in relation to the preparation of its financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Deloitte Touche Tohmatsu if the question is relevant to the content of Deloitte Touche Tohmatsu's audit report or the conduct of its audit of Ovato's financial report for the year ended 30 June 2019.

Relevant written questions for Deloitte Touche Tohmatsu must be received at least five business days prior to the Annual General Meeting (i.e. by no

later than 11:00am AEDT Wednesday 13 November 2019). A list of relevant written questions will be made available to shareholders attending the Annual General Meeting. Deloitte Touche Tohmatsu will either answer the questions at the Annual General Meeting or table written answers to them at the Annual General Meeting. If written answers are tabled at the Annual General Meeting, they will be made available to shareholders as soon as practicable after the Annual General Meeting.

Please send any written questions for Deloitte Touche Tohmatsu:

- to Computershare Investor Services Pty Limited at the address in the enclosed reply-paid envelope; or
- by facsimile to 02 9413 3942; or
- to Ovato at our registered office: Ovato Limited, Level 4, 60 Union Street, Pyrmont, NSW 2009.

by no later than 11:00am (AEDT) Wednesday 13 November 2019.



Proxies

Can I appoint a proxy?

If you are a shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a shareholder of Ovato and can be an individual or a body corporate.

If you want to appoint one proxy, please use the form provided. If you want to appoint two proxies, please follow the instructions on the front page of the proxy form.

Ovato's Constitution provides that, on a show of hands, every person present and qualified to vote shall have one vote. If you appoint one proxy, that proxy may vote on a show of hands, but if you appoint two proxies neither proxy may vote on a show of hands.

If you appoint a proxy who is also a shareholder or is also a proxy for another shareholder, your directions may not be effective on a show of hands. But your directions will be effective if a poll is required and your proxy votes.

A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the annual general meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to Ovato.

How should a proxy vote?

A proxy may vote or abstain from voting as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution.

If an appointment directs the way the proxy is to vote on a particular resolution:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- if the proxy is the chair – the proxy must vote on a poll and must vote that way; and
- if the proxy is not the chair – the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

What is the final date for appointing a proxy?

To record a valid vote, a shareholder will need to take the following steps:

1. cast the shareholder's vote online by visiting www.investorvote.com.au and entering the shareholder's Control Number, SRN/HIN and postcode, which are shown on the first page of the enclosed proxy form; or
2. complete and lodge the manual proxy form at the share registry of the Company, Computershare Investor Services Pty Limited:
 - (a) by post at the following address using the enclosed business replay paid envelope: Computershare Investor Services Pty Limited GPO Box 242, Melbourne VIC 3001 OR
 - (b) by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
3. for Intermediary Online subscribers only (custodians), cast the shareholder's vote online by visiting www.intermediaryonline.com,

so that it is received no later than 11:00 am (AEDT) on Tuesday 19 November 2019.

ASX CODE: OVT

INVESTOR INFORMATION

Shareholders requiring information should contact the share registry, or:

Geoff Stephenson
Chief Financial Officer
Telephone: 02 9412 6111
Email: geoff.stephenson@ovato.com.au

SHARE REGISTRY

Computershare Investor Services Pty Limited
Level 5, 115 Grenfell Street Adelaide SA 5000
GPO Box 1903 Adelaide SA 5001

Enquiries within Australia: 1300 556 161
Enquiries outside Australia: +61 3 9415 4000
Website: www.computershare.com

RECEIVE INFORMATION BY EMAIL

Shareholders can receive notifications about Notice of Meeting and Proxy, Statements, and company announcements, annual and periodic reports and other company information by email.

By registering for this service, shareholders can be kept up to date with significant company announcements as they happen.

TO REGISTER ELECTRONICALLY

Visit www.computershare.com.au/easyupdate/ovt and follow these easy steps:

Click on Register Your Email Address for shareholder information

Then enter your personal security information:

- Holder Identification Number (HIN) or Security Reference Number (SRN)
- Postcode
- Read and agree with the Terms and Conditions

Click on "Next" and follow the prompts.



ABN 39 050 148 644

Level 4, 60 Union Street,
Pyrmont NSW 2009

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ovato.com.au



OVATO

OVATO LIMITED
ABN 39 050 148 644

OVT

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Sydney time)** on **Tuesday 19 November 2019**.

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

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



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



I 9999999999

IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Ovato Limited hereby appoint

☐ the Chairman
of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Ovato Limited to be held at Deloitte Touche Tohmatsu, Level 9, Grosvenor Place, 225 George Street, Sydney NSW 2000 on Thursday 21 November 2019 at 11:00am (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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

STEP 2

Items of Business



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

ORDINARY BUSINESS

2. Adoption of the Remuneration Report

| For | Against | Abstain |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

3. Election of Dhun Karai

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

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

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

OVT

999999A



Computershare +