

Notice of Annual General Meeting and Explanatory Notes

Funtastic Limited ACN 063 886 199

Date: Monday 18 November 2019
Time: 1.00 pm (Melbourne time)
Place: Royce Hotel
379 St Kilda Road Melbourne VIC 3004

Important notice

In this document you will find:

1. Notice of Annual General Meeting; and
2. Explanatory Notes containing an explanation of, and information about, the resolutions to be put to the meeting.

A Proxy Form is also enclosed with the Notice of Annual General Meeting and Explanatory Notes.

The Explanatory Notes contain an explanation of, and information about, the matters to be considered at the Annual General Meeting of Funtastic Limited. The Explanatory Notes are given to Funtastic Limited's shareholders to help them determine how to vote on the resolutions set out in the accompanying Notice of Meeting.

Shareholders should read this document in full.

If you are in any doubt about the action you should take, please consult your stockbroker, solicitor, accountant or other professional adviser without delay.

This document is dated 16th October 2019.

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of shareholders of Funtastic Limited ACN 063 886 199 (**Funtastic or the Company**) will be held on Monday, 18 November 2019 at Royce Hotel, 379 St Kilda Road Melbourne VIC 3004, commencing at 1.00 pm (Melbourne time) (**Annual General Meeting**).

Ordinary Business

1. Financial statements and reports

To receive and consider:

- (a) the financial statements;
- (b) the Directors' report; and
- (c) the auditor's report,

in respect of the year ending 31 July 2019.

2. Remuneration Report

Resolution 1

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

*'In accordance with section 250R of the Corporations Act 2001 (Cth) (**Corporations Act**), the Company adopts the Remuneration Report as set out in the Directors' report of the Annual Report, for the year ending 31 July 2019'*

Note:

The vote on this resolution is advisory only and does not bind the Directors of the Company.

Voting Exclusion Statement:

- (a) The Company's key management personnel and their closely related parties must not cast a vote on the Remuneration Report unless the vote is cast as a proxy on behalf of a person who is entitled to vote on this resolution and either:
 - (i) the Proxy Form specifies the way the proxy is to vote on this resolution; or
 - (ii) the proxy is the Chairman and the appointment of the Chairman as proxy:
 - (A) does not specify the way the proxy is to vote on this resolution; and
 - (B) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.
- (b) The Chairman intends to vote all undirected proxies (where he has been appropriately authorised) in favour of this resolution. If you wish to vote against this resolution or you wish to abstain from voting on this resolution you should mark the relevant box in the attached Proxy Form. Please see the directions on the Proxy Form relating to authorisation of the Chairman to vote undirected proxies.

3. Re-election of Director, Mr John Tripodi

Resolution 2

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

'That Mr Giovanni Antonio (John) Tripodi, being a Director since 25 October 2018 be re-elected as a Director of Funtastic in accordance with the Company's constitution.'

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The Directors (other than Mr Tripodi) recommend that shareholders vote in favour of the resolution in Item 3.

The Chairman intends to vote all undirected proxies in favour of the resolution in Item 3.

4. Re-election of Director, Ms Nicki Anderson

Resolution 3

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

'That Ms Nicole Elizabeth (Nicki) Anderson, being a Director since 25 October 2018 be re-elected as a Director of Funtastic in accordance with the Company's constitution.'

The Directors (other than Ms Anderson) recommend that shareholders vote in favour of the resolution in Item 4.

The Chairman intends to vote all undirected proxies in favour of the resolution in Item 4.

5. Election of Director, Mr Bernie Brookes

Resolution 4

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

'That Mr Bernard (Bernie) Joseph Brookes, being a Director appointed on 1 August 2019 be elected as a Director of Funtastic in accordance with the Company's constitution.'

The Directors (other than Mr Brookes) recommend that shareholders vote in favour of the resolution in Item 5.

The Chairman intends to vote all undirected proxies in favour of the resolution in Item 5.

Special Business

6. Approval of Additional 10% Placement Capacity under ASX Listing Rule 7.1A

Resolution 5

To consider and, if thought fit, pass the following resolution as a **special resolution**:

'That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval be given for the issue of equity securities of up to 10% of the Company's share capital calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 on the terms and conditions set out in the Explanatory Notes.'

Voting Exclusion Statement:

Funtastic will disregard any votes cast in favour on this resolution by any person who is expected to participate in the issue of equity securities under this resolution and any person who will obtain a material benefit as a result of the potential issue, except a benefit solely by reason of being a holder of ordinary securities, if the resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person 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 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.

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

Note: In accordance with ASX Listing Rule 14.11.1 and the relevant note under that rule concerning ASX Listing Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in

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the proposed issue (if any). On that basis, no shareholders are currently excluded from voting on this resolution.

2019 Voting

Entitlement to vote

The Directors have determined that for the purpose of determining entitlements to vote at the Annual General Meeting, shares will be taken to be held by the persons who are the registered holders at 7.00pm (Melbourne time) on Friday, 15 November 2019. Accordingly, shares registered after that time will be disregarded in determining entitlements to vote at the meeting.

Proxies

1. A shareholder who is entitled to attend and vote at the meeting may appoint up to two proxies to attend and vote on behalf of that shareholder. If you require an additional Proxy Form, please contact Automic Group at the address below.
2. If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.
3. Where a shareholder appoints more than one proxy, neither proxy is entitled to vote on a show of hands.
4. A proxy need not be a shareholder of Funtastic.
5. To be effective, Funtastic must receive the completed Proxy Form and, if the form is signed by the shareholder's attorney, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 11.00 am (Melbourne time) on Saturday, 16 November 2019.
6. Proxies may be lodged with the Company's share registry, Automic Group using the reply-paid envelope provided or:

BY MAIL - Share Registry – Automic Group, GPO Box 5193,
Sydney NSW 2001 Australia

BY EMAIL - meetings@automicgroup.com.au

IN PERSON - Share Registry – Automic Group,
Level 5, 126 Phillip Street, Sydney NSW 2000 Australia

ONLINE by visiting: <https://investor.automic.com.au/#/loginsah>

Use the Company code 'FUN' and your Holder Number (HIN/SRN) as shown at the top of the Proxy Voting form to login and then click on 'Meetings'.

7. Proxies given by corporate shareholders must be executed in accordance with their constitutions or signed by a duly authorised officer or attorney.
8. A proxy may decide whether to vote on any motion except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business the proxy may vote as he or she thinks fit.
9. If a shareholder appoints the Chairman of the meeting as the shareholder's proxy using the attached Proxy Form and does not specify how the Chairman is to vote on an item of business, the

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Chairman will be authorised to vote as he decides on all resolutions. The Chairman intends to vote all such proxies in favour of all resolutions. However, the Chairman will not vote such proxies to the extent that the shareholder is restricted by law from voting on any resolutions.

10. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the meeting and provides satisfactory evidence of the appointment of its corporate representative.
11. Please refer to other notes appearing on the enclosed Proxy Form.

Corporate representatives

A shareholder that is a body corporate may appoint an individual to act as its representative at the meeting. Unless otherwise specified in the appointment, the representative may exercise all or any of the powers that the body corporate may exercise at the meeting or in voting on a resolution.

Appointments may be lodged in advance of the meeting at Funtastic's share registry (details above) or handed in at the meeting when registering.

The accompanying Explanatory Notes form part of this Notice of Meeting.

By Order of the Board



Howard Abbey

Company Secretary

16th October 2019

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Explanatory Notes

These Explanatory Notes are intended to provide shareholders of Funtastic with information to assess the merits of the proposed resolutions in the accompanying Notice of Meeting.

The Directors recommend that shareholders read these Explanatory Notes in full before making any decision in relation to the resolutions.

Ordinary Business

1. Financial statements and reports

The Corporations Act requires the Company's financial report (which includes the financial statements and Directors' declaration), the Directors' report and auditor's report to be laid before the Annual General Meeting. However, there is no requirement either in the Corporations Act or the Company's constitution for shareholders to approve the financial report, the Directors' report or the auditor's report.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on these reports, and on the business and operations of Funtastic. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, Grant Thornton Australia Limited (**Grant Thornton**), questions about the auditor's report, the conduct of its audit of the Company for the year ended 31 July 2019, the preparation and content of the auditor's report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Grant Thornton in relation to the conduct of the audit.

The financial report and the Directors' and auditor's reports relate to the year ending 31 July 2019.

2. Remuneration Report

Resolution 1

As required by the Corporations Act, the Board is presenting the Remuneration Report to shareholders for consideration and adoption by a non-binding vote.

The Remuneration Report is included in the Directors' report in the 2019 Annual Report. It is also available from the Company's website (www.funtastic.com.au).

The Remuneration Report:

- describes the policies behind, and structure of, the remuneration arrangements of the Company and the link between remuneration and the Company's performance;
- sets out the remuneration arrangements in place for each Director and for specified senior executives of the Company; and
- explains the difference between the basis for remunerating non-executive Directors and executives, including executive Directors.

The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of Funtastic.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report.

The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

The Chairman intends to vote all undirected proxies (where he has been appropriately authorised) in favour of adopting the Remuneration Report.

3. Re-election of Director, Mr John Tripodi

Resolution 2

Mr John Tripodi (B Com, B Bus (Hons)) was appointed to the position of Independent Non-Executive Director on 25 October 2018. Mr Tripodi is Chair of the Audit and Risk Committee and a member of the Remuneration and Nomination Committee.

Mr Tripodi is a business leader with extensive multinational FMCG experience in various strategic and operational roles with a track record of championing innovative brand strategies that deliver successful commercial outcomes.

Mr Tripodi is currently the CEO of the diversified sport, entertainment and consumer lifestyle agency, Twenty3 Group. Prior to co-founding the Twenty3 Group, Mr Tripodi held senior sales and marketing roles with Mars Inc. before moving into general management with the L'Oreal Group.

Mr Tripodi is a graduate of the University of Melbourne in Commerce and holds an honours degree in Marketing from Monash University. He is also an Adjunct Professor of Business at RMIT University.

The Directors (other than Mr Tripodi) recommend that shareholders vote in favour of the resolution in Item 3.

The Chairman intends to vote all undirected proxies in favour of the resolution in Item 3.

4. Re-election of Director, Ms Nicki Anderson

Resolution 3

Ms Nicki Anderson (B Bus, EMBA, GAICD) was appointed to the position of Independent Non-Executive Director on 25 October 2018. Ms Anderson is Chair of the Remuneration and Nomination Committee and a member of the Audit and Risk Committee.

Ms Anderson is an accomplished leader and director with deep experience in strategy, sales, marketing, licensing and innovation within branded food, beverage and consumer goods businesses both in Australia and Internationally.

Ms Anderson has held senior positions in marketing and innovation within world class FMCG companies and was most recently Managing Director within the Blueprint Group concentrating on sales, marketing and merchandising within the retail and pharmacy sales channels.

Ms Anderson has an Executive MBA from AGSM, a Bachelor of Business and is a graduate of the Australian Institute of Company Directors.

The Directors (other than Ms Anderson) recommend that shareholders vote in favour of the resolution in Item 4.

The Chairman intends to vote all undirected proxies in favour of the resolution in Item 4.

5. Election of Director, Mr Bernie Brookes

Resolution 4

Mr Bernie Brookes (BA, Dip Ed) was appointed to the position of Independent Non-Executive Director and Board Chair on 1 August 2019.

Mr Brookes is an experienced Board member and Chair of large and challenging companies in Private Equity, International corporates and small start-ups. Mr Brookes' experience includes leading a multi-divisional organisation during significant periods of change and re-engineering. Having worked domestically, in three states, across all major divisions of Woolworths, he has substantial experience in Retail and Wholesale Operations, Buying, Information Technology

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Systems, Supply Chain and Human Resource management in a fast moving and dynamic environment. He led Myer during the Private Equity carve out from Coles Myer to a listing on the ASX. Mr Brookes also has significant international experience, running the largest non-food retailer in sub-Saharan Africa.

Mr Brookes' strengths include expertise in business management, displaying energy and self-confidence with the ability to find solutions to complex situations through analytical, conceptual and entrepreneurial skills. Ultimately, he is motivated by results.

Mr Brookes is on the Advisory Board of the World Retail Congress as Australia's representative and is on the Grand Jury for the World Retail Awards. He was awarded an Order of Australia for his efforts in retail and Philanthropy and for over 30 years has been the Patron of Australia's largest retail industry award.

The Directors (other than Mr Brookes) recommend that shareholders vote in favour of the resolution in Item 5.

The Chairman intends to vote all undirected proxies in favour of the resolution in Item 5.

Special Business

6. Approval of Additional 10% Placement Capacity under ASX Listing Rule 7.1A

Resolution 5

Introduction

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities of up to an additional 10% of its issued capital over a period of up to 12 months after its annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the capacity to issue 15% of its issued capital over a 12-month period without shareholder approval under ASX Listing Rule 7.1.

If shareholders approve the resolution in Item 6, the number of equity securities Funtastic may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to the next section below).

The resolution in Item 6 is a **special resolution**. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote at the meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) must be in favour of the resolution in Item 6 for it to be passed.

ASX Listing Rule 7.1A

The ASX Listing Rules provide that an entity that satisfies both of the following tests may seek shareholder approval under ASX Listing Rule 7.1A:

- (a) the entity is not included in the S&P/ASX 300 Index; and
- (b) the entity's market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) is not greater than \$300,000,000.

Funtastic is not included in the S&P/ASX 300 Index and has a market capitalisation, as at 9 October 2019 of \$7,928,014. The calculation of the Company's market capitalisation will be based on the closing price of the Company's shares on the last trading day on which trades in the shares were recorded before the date of the Annual General Meeting, multiplied by the number of the Company's shares on issue (but excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is an eligible entity and able to seek shareholder approval at the annual general meeting for an additional 10% Placement Capacity under Listing Rule 7.1A.

Any equity securities issued in reliance of ASX Listing Rule 7.1A must be in the same class as an existing class of quoted equity securities. Funtastic currently has one class of equity securities on issue which are quoted, being fully paid ordinary shares.

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- (b) plus the number of partly paid shares that became fully paid in the previous 12 months;
- (c) plus the number of shares issued in the previous 12 months with the approval of shareholders under ASX Listing Rules 7.1 and 7.4; and
- (d) less the number of shares cancelled in the previous 12 months.

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of shares under ASX Listing Rule 7.1 or 7.4.

Information required by ASX Listing Rule 7.1A

Minimum Price

The minimum price at which the equity securities may be issued is 75% of the volume weighted average price of shares, calculated over the 15 ASX trading days on which trades in shares were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed; or
- (b) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

10% placement period

The equity securities may be issued under the 10% Placement Capacity commencing on the date of the annual general meeting and expiring on the first to occur of:

- (a) 12 months after the date of the annual general meeting; or
- (b) the date of approval by shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking),

or such longer period if allowed by ASX.

Risk of economic and voting dilution

Any issue of shares under the 10% Placement Capacity will dilute the interests of shareholders who do not receive any shares under the issue.

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If the resolution in Item 8 is approved by shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing shares would be as shown in the table below, in the circumstances set out in the table below.

The table below shows the dilution of existing shareholders on the basis of the closing price of the shares on the ASX on 9 October 2019 and the number of shares for variable A, calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the date of the Notice of Meeting.

The table also shows the voting dilution impact where the number of shares on issue (variable A in the formula) has increased by 50% and by 100% and the economic dilution where the issue price of shares issued under the 10% Placement Capacity is 50% less than the closing price of the shares on the ASX on 9 October 2019 and 100% greater than the closing price of the shares on the ASX on 9 October 2019.

Variable A in ASX Listing Rule 7.1A.2		Dilution		
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
		\$0.0170	\$0.0340	\$0.0680
Current Variable A	10% voting dilution	23,317,689 shares	23,317,689 shares	23,317,689 shares
233,176,894 shares	Funds raised	\$396,400.71	\$792,801.43	\$1,585,602.85
50% increase in Current Variable A	10% voting dilution	34,976,534 shares	34,976,534 shares	34,976,534 shares
349,765,341 shares	Funds raised	\$594,601.08	\$1,189,202.16	\$2,378,404.31
100% increase in Current Variable A	10% voting dilution	46,635,379 shares	46,635,379 shares	46,635,379 shares
466,353,788 shares	Funds raised	\$792,801.44	\$1,585,602.89	\$3,171,205.77

The number of shares on issue (variable A in the formula) could increase as a result of the issue of shares that do not require shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with shareholder approval under ASX Listing Rule 7.1.

The table above has been prepared on the basis of the following assumptions:

- The Issue Price set out in the table is the closing price of the Company's shares on the ASX on 9 October 2019;
- The Company issues the maximum possible number of equity securities under the 10% Placement Capacity;
- No rights convertible into shares are exercised;
- The Company has not issued any equity securities in the 12 months prior to the date of the Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or which were not approved under ASX Listing Rule 7.1 or 7.4;
- The table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1;
- The issue of equity securities under the 10% placement facility consists only of shares.

Shareholders should note that there is a risk that:

- (a) the market price for the shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- (b) the equity securities issued under the 10% Placement Capacity may be issued at a price that is at a discount to the market price for the shares on the date of issue or the equity securities may be issued as part of the consideration for the acquisition of an asset,

which may affect the amount of funds raised by the issue.

Shareholders should also note that the calculations in the table do not show the dilution that any one particular shareholder will be subject to. All shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

Purpose of Issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity for the following purposes:

- (a) as cash consideration where the Company intends to use funds raised for either or both of working capital purposes or to take advantage of acquisition opportunities; or
- (b) as non-cash consideration for the acquisition of businesses or product lines to grow the business of the Company. In such circumstances the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Shares complies with ASX Listing Rule 7.1A.3.

Allocation under the 10% Placement Capacity

The places of the equity securities to be issued under the 10% Placement Capacity have not been determined as at the date of this Notice of Meeting. Such places will depend on prevailing market conditions and will be determined on a case by case basis. However, the places of equity securities could consist of current shareholders, new investors or both. Places may also include vendors of assets into the Company.

The Company will determine the places at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing shareholders may participate;
- (c) the effect of the issue of the equity securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained shareholder approval under Listing Rule 7.1A at the Annual General Meeting held on 29 November 2018.

As the Company has previously obtained shareholder approval under Listing Rule 7.1A, the following information is provided to shareholders, in accordance with Listing Rule 7.3A.6, regarding the equity securities issued by the Company in the 12 months preceding the date of the Annual General Meeting:

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- (a) Listing Rule 7.3A.6(a): Total equity securities issued in previous 12 months prior to the date of the Annual General Meeting:

Number of equity securities on issue at commencement of 12-month period	233,176,894
Equity securities issued in prior 12-month period	nil
Percentage previous issues represent of total number of equity securities on issue at commencement of 12-month period	0%

- (b) Listing Rule 7.3A.6(a): Details of equity securities issued in previous 12 months:

There were no equity securities issued during the previous 12 months preceding the date of the Annual General Meeting.

Voting exclusion statement

A voting exclusion statement is included in this Notice of Meeting. At the date of the Notice of Meeting, the proposed places under the 10% Placement Capacity are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue.

Where it is not known who will participate in the proposed issue (as is the case in respect of the 10% Placement Capacity), shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Recommendation

The Directors unanimously recommend that shareholders vote in favour of the resolution in Item 6.

The Chairman intends to vote all undirected proxies in favour of the resolution in Item 6.

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Additional Information

Will you be attending?

To assist our planning, please let us know whether you will be attending the Annual General Meeting by informing Sasha Bettess:

Email: info@funtastic.com.au

Telephone: +61 (0) 3 9081 9100

Location of meeting:

Royce Hotel

379 St Kilda Road Melbourne VIC 3004

Telephone: +61 (0) 3 9677 9900

info@roycehotel.com.au



By Car – The hotel offers limited parking on site.

Public parking is available nearby at:

Ace Parking – 2 Bowen Crescent Melbourne VIC 3004

Secure Parking – 424 St Kilda Road Melbourne VIC 3004

By Public Transport – Several buses and tram lines stop near the hotel along St Kilda Road including routes 3, 5, 6, 16, 55, 64, 67, and 72. The hotel is located between stop 21 – Bowen Crescent and stop 22 – Toorak Road.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Vote by Proxy: FUN

Your proxy voting instruction must be received by **1:00PM (Melbourne time) on Saturday 16 November 2019**, being not later than **48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are 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 marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications dispatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting 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.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



