



**O V A T O**

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Pyrmont, NSW 2009  
[ovato.com.au](http://ovato.com.au)

12 October 2020

Company Announcements Office  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

### **Notice of Annual General Meeting and Proxy**

The Annual General Meeting of Ovato Limited will be held on Thursday 26 November 2020 at 1.00 pm.

Due to the ongoing impact of OVID-19 the Ovato Limited 2020 AGM will be held online. Information about how to participate in the AGM is included in the Notice of Meeting.

A copy of the Notice of Meeting and Proxy form follow.

For further information please contact:

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

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# Annual General Meeting 2020



**Ovato Limited**  
ABN 39 050 148 644

# Annual General Meeting 2020

Notice is hereby given of the thirtieth 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 24 November 2020 are taken, for the purposes of the meeting, to be held by the persons who held those shares at that time.

## Annual report

The 2020 Ovato Annual Report is also available on Ovato's internet site:

[www.ovato.com.au/annualreport2020](http://www.ovato.com.au/annualreport2020)

## Explanatory memorandum

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

## The meeting

TIME: 1.00pm (ACDT)

DATE: Thursday, 26 November 2020

PLACE: The meeting will be held virtually via an online platform at <https://web.lumiagm.com> with meeting ID 331-297-611.

## Admission to meeting

Due to the global COVID-19 pandemic, the Company has taken steps to ensure all Shareholders can participate in the Meeting virtually online while maintaining their health and safety, and abiding by Federal and State Government requirements and guidelines regarding COVID-19. Shareholders will not be able to attend the Meeting in person.

Shareholders do not need to attend the Meeting physically in order to cast their votes or to participate in the Meeting. Accordingly, the Company strongly encourages all Shareholders who wish to vote to do so by:

- a) participating in the virtual Meeting and casting a vote online;
- b) appointing the Chair as their proxy (and where desired, direct the Chair how to vote on a Resolution) by completing and returning the proxy form; or
- c) lodging their votes online at [www.investorvote.com.au](http://www.investorvote.com.au).

Further details on the virtual Meeting and appointment of proxies are set out below.

## Virtual meeting

To enable participation by Shareholders in the Meeting without physical attendance, the Company will hold the Meeting virtually online via the Lumi platform at <https://web.lumiagm.com> with meeting ID 331-297-611

Shareholders can access this platform by navigating to <https://web.lumiagm.com> on any internet browser. Alternatively, the Lumi AGM app can be downloaded for free from the Apple or Google Play stores.

Upon entering the meeting ID into the Lumi platform, Shareholders should then log in to the virtual Meeting using their SRN/HIN and postcode (Australian resident) or their SRN/HIN and three letter country code (overseas resident). Any appointed third party proxies should contact the Company's share registry, Computershare Investor Services, on +61 3 9415 4024 to receive their login information.

Shareholders attending the Meeting virtually will be able to ask questions in writing and vote during the Meeting via the Lumi platform.

All Resolutions will be conducted by poll. More information regarding virtual attendance at the Meeting (including how to vote, comment and ask questions virtually during the Meeting) is available in the virtual meeting guide, which is attached at Annexure B.

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](http://www.investorcentre.com/contact)

## Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that technical difficulties arises. In exercising his discretion, the Chairman will have regard to the number of members impacted and the extent to which participation in the business of the AGM is affected.

Where the Chairman considers it appropriate, the Chairman may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, members are encouraged to lodge a proxy by 11.00am ACDT) on Tuesday, 24 November 2020 even if they plan to attend online.



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## 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 2020.

### 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 2020 (set out on pages 34 to 40 of the 2020 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 Michael Hannan

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

*That Michael Hannan retiring in accordance with the Constitution, and being eligible, be elected as a Director of Ovato Limited*

Information about Michael Hannan appears in the Explanatory Memorandum to the Notice of Annual General Meeting convening this meeting and in the 2020 Ovato Annual Report.

**The Directors, with Michael Hannan abstaining, recommend you vote in favour of this resolution.**

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

## Special business

### 4. Change of Auditor

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

*That RSM Australia Pty Ltd be appointed as auditor of Ovato Limited, subject to the Australian Securities & Investment Commission giving its consent to the resignation of Deloitte Touche Tohmatsu.*

**The Directors unanimously 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.

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## 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 2019 Annual General Meeting.

The Remuneration Report is set out on pages 34 to 40 of Ovato's 2020 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.

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

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

### Item 3 – Election of Director: Michael Hannan

Biography of Michael Hannan Non-Executive Director Appointed 1 March 2017.

Mr Hannan has been a Director since 1 March 2017, following the merger of IPMG Group with Ovato (formerly PMP). Mr Hannan was a member of the Appointments and Compensation Committee from 31 May 2017 to 30 May 2019. Mr Hannan was appointed Chair of Ovato from 19 November 2019.

Mr Hannan was instrumental in taking IPMG into printing in the early 1970s and in the early 1980s into heatset printing and throughout that time continuing to drive the development of its community newspaper group and its consumer magazine empire.

Under Mr Hannan's Chairship, IPMG had the largest group of privately owned print and digital marketing services businesses in the southern hemisphere. He also has responsibility for significant Hannan family interests including industrial, commercial, rural and property portfolios together with other key investments.

The Directors, with Michael Hannan abstaining, recommend you vote in favour of this resolution.

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

### Item 4 – Change of Auditor

Deloitte Touche Tohmatsu have been Ovato's auditors since 2007 and following a market engagement process RSM Australia Pty Ltd have been put forward to be Ovato's auditors for the next three years. The Board acknowledges the services Deloitte's has provided over their time spent as Ovato's auditors.

The Directors unanimously 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 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 2020.

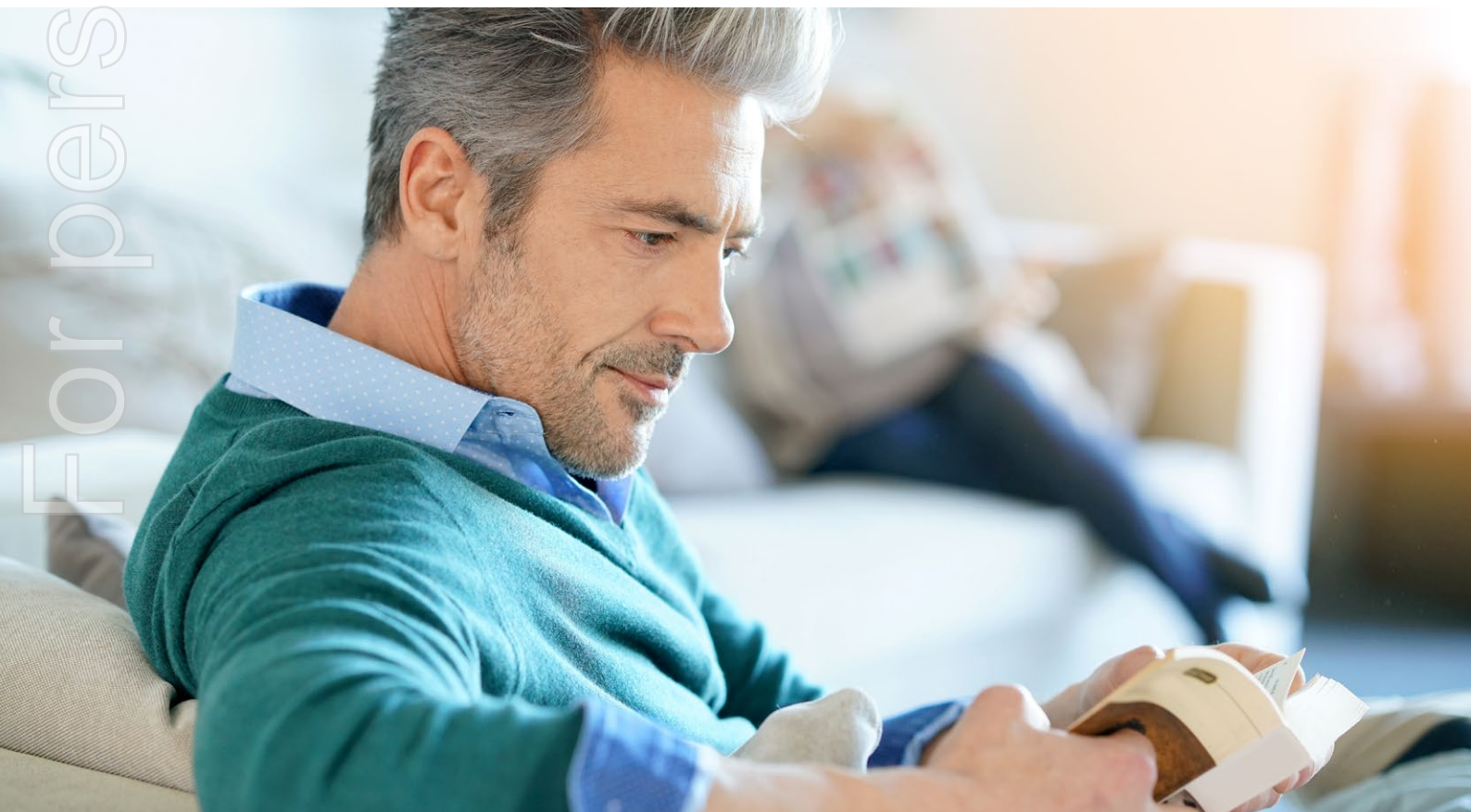
Relevant written questions for Deloitte Touche Tohmatsu must be received at least five business days prior to the Annual General Meeting (i.e. by no later than 11:00am AEDT Thursday 19 November 2020).

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) Thursday 19 November 2020.



# 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 will be effective on a poll 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](http://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 reply 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](http://www.intermediaryonline.com), so that it is received no later than 11:00 am (AEDT) on Tuesday 24 November 2020.



## Annexure B - Virtual meeting guide

# Online meeting guide

## Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

**To log in, you must have the following information:**

**Meeting ID: 331-297-611**

### Australian residents

- Username(SRN or HIN) and
- Password(postcode of your registered address).

### Overseas residents

- Username(SRN or HIN) and
- Password (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN

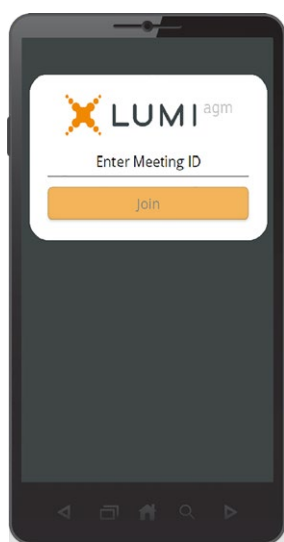
A full list of country codes is provided at the end of this guide.

### Appointed proxies

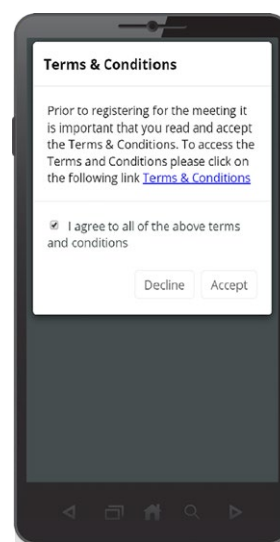
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

## Participating at the meeting





- 1** To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



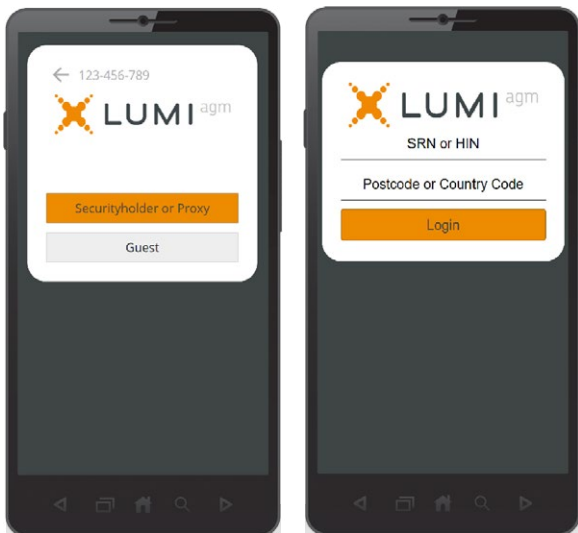
- 2** To proceed into the meeting, you will need to read and accept the Terms & Conditions



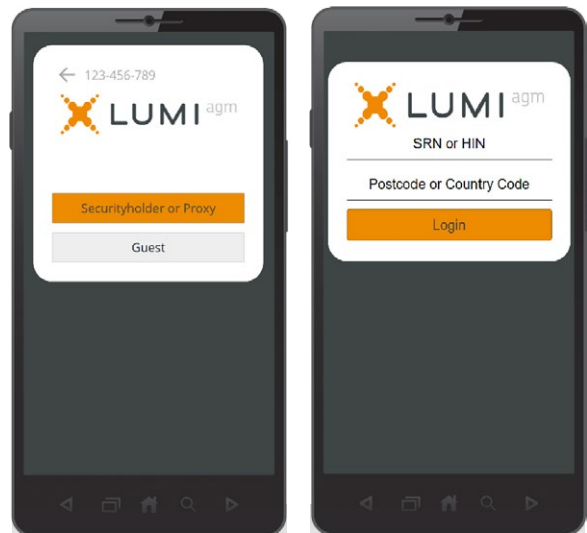
## Icon descriptions

-  Voting icon, used to vote. Only visible when the Chair opens the poll.
-  Home page icon, displays meeting information.
-  Questions icon, used to ask questions.
-  The broadcast bar allows you to view and listen to the proceedings.

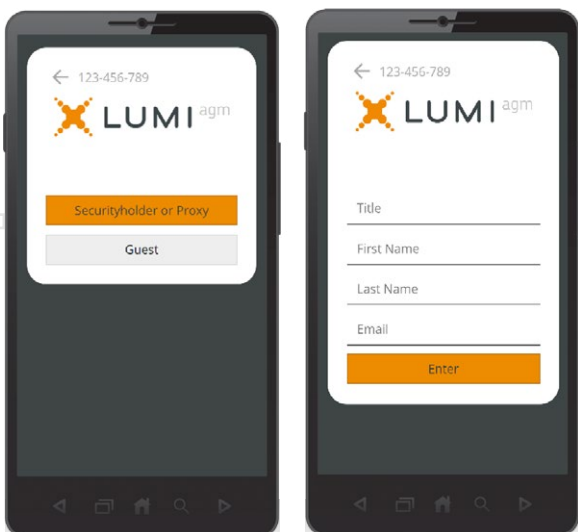
**3** To register as a securityholder, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



**4** To register as a proxyholder, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.







**5** To register as a guest, select 'Guest' and enter your name and email address



**6** Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



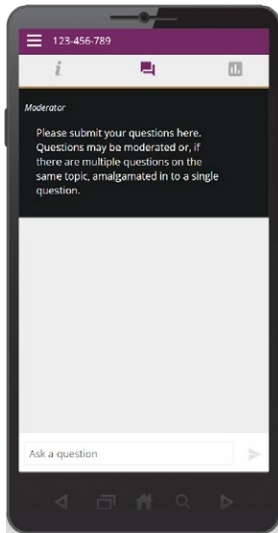
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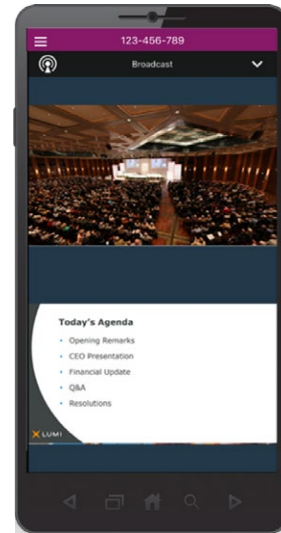
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## Annexure B - Virtual meeting guide

- 7** To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.

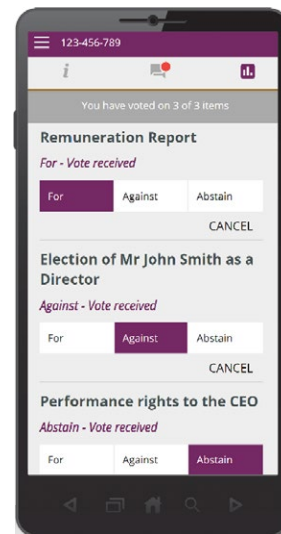


- 8** To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.







- 9** When the Chair declares the poll open
- > A voting icon  will appear on screen and the meeting resolutions will be displayed
  - > To vote, tap one of the voting options. Your response will be highlighted
  - > To change your vote, simply press a different option to override

The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



**For Assistance:** If you require assistance before or during the meeting please call **+61 3 9415 4024**

### Icon descriptions

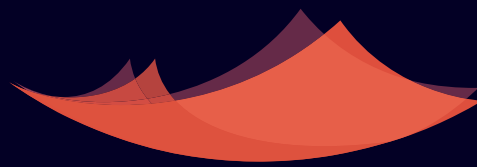
-  Voting icon, used to vote. Only visible when the Chair opens the poll.
-  Home page icon, displays meeting information.
-  Questions icon, used to ask questions.
-  The broadcast bar allows you to view and listen to the proceedings.

# Country codes

Select your country code from the list below and enter it into the **password** field.

<b>ABW</b>	ARUBA	<b>COM</b>	COMOROSCPV CAPE VERDE	TERRITORY	<b>MYS</b>	MALAYSIA	<b>SWE</b>	SWEDEN	
<b>AFG</b>	AFGHANISTAN	<b>CRI</b>	COSTA RICA	<b>IRL</b>	IRELAND	<b>MYT</b>	MAYOTTE	<b>SWZ</b>	SWAZILAND
<b>AGO</b>	ANGOLA	<b>CUB</b>	CUBA	<b>IRN</b>	IRAN ISLAMIC REPUBLIC OF	<b>NAM</b>	NAMIBIA	<b>SYC</b>	SEYCHELLES
<b>AIA</b>	ANGUILLA	<b>CXR</b>	CHRISTMAS ISLAND	<b>IRQ</b>	IRAQ	<b>NCL</b>	NEW CALEDONIA	<b>SYR</b>	SYRIAN ARAB REPUBLIC
<b>ALA</b>	ALAND ISLANDS	<b>CYM</b>	CAYMAN ISLANDS	<b>ISL</b>	ICELAND	<b>NER</b>	NIGER	<b>TCA</b>	TURKS AND CAICOS ISLANDS
<b>ALB</b>	ALBANIA	<b>CYP</b>	CYPRUS	<b>ISM</b>	BRITISH ISLES	<b>NFK</b>	NORFOLK ISLAND	<b>TCO</b>	CHAD
<b>AND</b>	ANDORRA	<b>CZE</b>	CZECH REPUBLIC	<b>ISR</b>	ISRAEL	<b>NGA</b>	NIGERIA	<b>TCD</b>	CHAD
<b>ANT</b>	NETHERLANDS ANTILLES	<b>DEU</b>	GERMANY	<b>ITA</b>	ITALY	<b>NIC</b>	NICARAGUA	<b>TGO</b>	TOGO
<b>ARE</b>	UNITED ARAB EMIRATES	<b>DJI</b>	DJIBOUTI	<b>JAM</b>	JAMAICA	<b>NIU</b>	NIUE	<b>THA</b>	THAILAND
<b>ARG</b>	ARGENTINA	<b>DMA</b>	DOMINICA	<b>JEY</b>	JERSEY	<b>NLD</b>	NETHERLANDS	<b>THA</b>	THAILAND
<b>ARM</b>	ARMENIA	<b>DNK</b>	DENMARK	<b>JOR</b>	JORDAN	<b>NOR</b>	NORWAY	<b>TJK</b>	TAJIKISTAN
<b>ASM</b>	AMERICAN SAMOA	<b>DOM</b>	DOMINICAN REPUBLIC	<b>JPN</b>	JAPAN	<b>NPL</b>	NEPAL	<b>TKL</b>	TOKELAU
<b>ATA</b>	ANTARCTICA	<b>DZA</b>	ALGERIA	<b>KAZ</b>	KAZAKHSTAN	<b>NRU</b>	NAURU	<b>TKM</b>	TURKMENISTAN
<b>ATF</b>	FRENCH SOUTHERN TERRITORIES	<b>ECU</b>	ECUADOR	<b>KEN</b>	KENYA	<b>NZL</b>	NEW ZEALAND	<b>TLS</b>	EAST TIMOR DEMOCRATIC REP OF
<b>ATG</b>	ANTIGUA AND BARBUDA	<b>EGY</b>	EGYPT	<b>KGZ</b>	KYRGYZSTAN	<b>OMN</b>	OMAN	<b>TMP</b>	EAST TIMOR
<b>AUS</b>	AUSTRALIA	<b>ERI</b>	ERITREA	<b>KHM</b>	CAMBODIA	<b>PAK</b>	PAKISTAN	<b>TON</b>	TONGA
<b>AUT</b>	AUSTRIA	<b>ESH</b>	WESTERN SAHARA	<b>KIR</b>	KIRIBATI	<b>PAN</b>	PANAMA	<b>TTO</b>	TRINIDAD & TOBAGOTUN
<b>AZE</b>	AZERBAIJAN	<b>ESP</b>	SPAIN	<b>KNA</b>	ST KITTS AND NEVIS	<b>PCN</b>	PITCAIRN ISLANDS	<b>TUN</b>	TUNISIA
<b>BDI</b>	BURUNDI	<b>EST</b>	ESTONIA	<b>KOR</b>	KOREA REPUBLIC OF	<b>PER</b>	PERU	<b>TUR</b>	TURKEY
<b>BEL</b>	BELGIUM	<b>ETH</b>	ETHIOPIA	<b>KWT</b>	KUWAIT	<b>PHL</b>	PHILIPPINES	<b>TUV</b>	TUVALU
<b>BEN</b>	BENIN	<b>FIN</b>	FINLAND	<b>LAO</b>	LAO PDR	<b>PLW</b>	PALAU	<b>TWN</b>	TAIWAN
<b>BFA</b>	BURKINA FASO	<b>FJI</b>	FIJI	<b>LBN</b>	LEBANON	<b>PNG</b>	PAPUA NEW GUINEA	<b>TZA</b>	TANZANIA UNITED REPUBLIC OF
<b>BGD</b>	BANGLADESH	<b>FLK</b>	FALKLAND ISLANDS (MALVINAS)	<b>LBR</b>	LIBERIA	<b>POL</b>	POLAND	<b>UGA</b>	UGANDA
<b>BGR</b>	BULGARIA	<b>FRA</b>	FRANCE	<b>LIBY</b>	LIBYAN ARAB JAMAHIRIYA	<b>PRI</b>	PUERTO RICO	<b>UKR</b>	UKRAINE
<b>BHR</b>	BAHRAIN	<b>FRO</b>	FAROE ISLANDS	<b>LCA</b>	ST LUCIA	<b>PRK</b>	KOREA DEM PEOPLES REPUBLIC OF	<b>UMI</b>	UNITED STATES MINOR OUTLYING
<b>BHS</b>	BAHAMAS	<b>FSM</b>	MICRONESIA	<b>LIE</b>	LIECHTENSTEIN	<b>PRT</b>	PORTUGAL	<b>URY</b>	URUGUAY
<b>BIH</b>	BOSNIA & HERZEGOVINA	<b>GAB</b>	GABON	<b>LKA</b>	SRI LANKA	<b>PRY</b>	PARAGUAY	<b>USA</b>	UNITED STATES OF AMERICA
<b>BLM</b>	ST BARTHELEMY	<b>GBR</b>	UNITED KINGDOM	<b>LSO</b>	LESOTHO	<b>PSE</b>	PALESTINIAN TERRITORY OCCUPIED	<b>UZB</b>	UZBEKISTAN
<b>BLR</b>	BELARUS	<b>GEO</b>	GEORGIA	<b>LTU</b>	LITHUANIA	<b>PYF</b>	FRENCH POLYNESIA	<b>VAT</b>	HOLY SEE (VATICAN CITY STATE)
<b>BLZ</b>	BELIZE	<b>GGY</b>	GUERNSEY	<b>LUX</b>	LUXEMBOURG	<b>QAT</b>	QATAR	<b>VCT</b>	ST VINCENT & THE GRENADINES
<b>BMU</b>	BERMUDA	<b>GHA</b>	GHANA	<b>LVA</b>	LATVIA	<b>REU</b>	REUNION	<b>VEN</b>	VENEZUELA
<b>BOL</b>	BOLIVIA	<b>GIB</b>	GIBRALTAR	<b>MAC</b>	MACAO	<b>ROU</b>	ROMANIA	<b>VGB</b>	BRITISH VIRGIN ISLANDS
<b>BRA</b>	BRAZIL	<b>GIN</b>	GUINEA	<b>MAF</b>	ST MARTIN	<b>RUS</b>	RUSSIAN FEDERATION	<b>VIR</b>	US VIRGIN ISLANDS
<b>BRB</b>	BARBADOS	<b>GLP</b>	GUADELOUPE	<b>MAR</b>	MOROCCO	<b>RWA</b>	RWANDA	<b>VNM</b>	VIETNAM
<b>BRN</b>	BRUNEI DARUSSALAM	<b>GMB</b>	GAMBIA	<b>MCO</b>	MONACO	<b>SAU</b>	SAUDI ARABIA KINGDOM OF SCG SERBIA AND MONTENEGRO	<b>VUT</b>	VANUATU
<b>BTN</b>	BHUTAN	<b>GNB</b>	GUINEA-BISSAU	<b>MDA</b>	MOLDOVA REPUBLIC OF	<b>SDN</b>	SUDAN	<b>WLF</b>	WALLIS AND FUTUNA
<b>BUR</b>	BURMA	<b>GNQ</b>	EQUATORIAL GUINEA	<b>MDG</b>	MADAGASCAR	<b>SEN</b>	SENEGAL	<b>WSM</b>	SAMOA
<b>BVT</b>	BOUVET ISLAND	<b>GRC</b>	GREECE	<b>MDV</b>	MALDIVES	<b>SGP</b>	SINGAPORE	<b>YEM</b>	YEMEN
<b>BWA</b>	BOTSWANA	<b>GRD</b>	GRENADA	<b>MEX</b>	MEXICO	<b>SGS</b>	STH GEORGIA & STH SANDWICH ISL	<b>YMD</b>	YEMEN DEMOCRATIC
<b>BLR</b>	BELARUS	<b>GRL</b>	GREENLAND	<b>MHL</b>	MARSHALL ISLANDS	<b>SHN</b>	ST HELENA	<b>YUG</b>	YUGOSLAVIA SOCIALIST FED REP
<b>CAF</b>	CENTRAL AFRICAN REPUBLIC	<b>GTM</b>	GUATEMALA	<b>MKD</b>	MACEDONIA FORMER YUGOSLAV REP	<b>SJM</b>	SVALBARD & JAN MAYEN	<b>ZAF</b>	SOUTH AFRICA
<b>CAN</b>	CANADA	<b>GUF</b>	FRENCH GUIANA	<b>MLI</b>	MALI	<b>SLB</b>	SOLOMON ISLANDS	<b>ZAR</b>	ZAIRE
<b>CCK</b>	COCOS (KEELING) ISLANDS	<b>GUM</b>	GUAM	<b>MLT</b>	MALTA	<b>SLE</b>	SIERRA LEONE	<b>ZMB</b>	ZAMBIA
<b>CHE</b>	SWITZERLAND	<b>GUY</b>	GUYANA	<b>MMR</b>	MYANMAR	<b>SLV</b>	EL SALVADOR	<b>ZWE</b>	ZIMBABWE
<b>CHL</b>	CHILE	<b>HKG</b>	HONG KONG	<b>MNE</b>	MONTENEGRO	<b>SMR</b>	SAN MARINO		
<b>CHN</b>	CHINA	<b>HMD</b>	HEARD AND McDONALD ISLANDS	<b>MNG</b>	MONGOLIA	<b>SOM</b>	SOMALIA		
<b>CIV</b>	COTE D'IVOIRE	<b>HND</b>	HONDURAS	<b>MNP</b>	NORTHERN MARIANA ISLANDS	<b>SOM</b>	SOMALIA		
<b>CMR</b>	CAMEROON	<b>HRV</b>	CROATIA	<b>MOZ</b>	MOZAMBIQUE	<b>SPM</b>	ST PIERRE AND MIQUELON		
<b>COD</b>	CONGO DEMOCRATIC REPUBLIC OF	<b>HUN</b>	HUNGARY	<b>MRT</b>	MAURITANIA	<b>SRB</b>	SERBIA		
<b>COG</b>	CONGO PEOPLES REPUBLIC OF	<b>IDN</b>	INDONESIA	<b>MSR</b>	MONTSERRAT	<b>STP</b>	SAO TOME AND PRINCIPE		
<b>COK</b>	COOK ISLANDS	<b>IMN</b>	ISLE OF MAN	<b>MTQ</b>	MARTINIQUE	<b>SUR</b>	SURINAME		
<b>COL</b>	COLOMBIA	<b>IND</b>	INDIA	<b>MUS</b>	MAURITIUS	<b>SVK</b>	SLOVAKIA		
		<b>IOT</b>	BRITISH INDIAN OCEAN	<b>MWI</b>	MALAWI	<b>SVN</b>	SLOVENIA		

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SAMPLEVILLE VIC 3030



## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://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 24 November 2020**.

# 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

Due to the global COVID-19 pandemic, the Company has taken steps to ensure all Shareholders can participate in the Meeting virtually online while maintaining their health and safety, and abiding by Federal and State Government requirements and guidelines regarding COVID-19. Shareholders will not be able to attend the Meeting in person.

## Lodge your Proxy Form:

**XX**

### Online:

Use your computer or smartphone to appoint your proxy and vote at [www.investorvote.com.au](http://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](http://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

I ND

## 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 virtually via an online platform at <https://web.lumiagm.com> with meeting ID TBA on Thursday 26 November 2020 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

	For	Against	Abstain
2. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Michael Hannan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### SPECIAL BUSINESS

4. Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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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



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