



Victory Offices

WE MIND **YOUR** BUSINESS

ASX Release

23 December 2021

**Annual General Meeting of Victory Offices Limited to be held on
28 January 2022 at 10:00am (AEDT)**

The Board of Victory Offices Limited (ASX: **VOL, Victory or the Company**) advises, in accordance with Listing Rule 3.17, a copy of the following documents are attached:

1. Notice of Annual General Meeting;
2. Sample Proxy Form; and
3. Letter to Shareholders regarding arrangements for the Annual General Meeting that will be dispatched to the Shareholders in lieu of the Notice of Meeting.

This release was authorised by the Board of Directors.

For further information contact:

investorrelations@victoryofficeslimited.com

About Victory Offices Limited

Victory Offices Limited are the industry leaders in providing premium office spaces across Australia, specialising in providing a vast range of flexible workspace solutions to all business sizes. Continually recognised for service excellence and innovation, Victory Offices Limited strategically expand their portfolio of locations in premium Grade A buildings across Melbourne, Sydney, Brisbane, Perth and Canberra.

Victory Offices Limited are a customer centric business that is built and developed around the Members of the Victory Community and seek to 'incubate' each and every Member throughout their journey by truly exceeding the benchmark and their expectations of partnering with a leading flexible workspace solution.



VICTORY OFFICES LIMITED

ABN 76 616 150 022

Registered office: Level 2, 420 Collins Street, Melbourne, VIC 3000

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
28 January 2022

Time of Meeting:
10.00am (AET)

Venue:
Virtual Meeting
https://us02web.zoom.us/meeting/register/tZctduytpjsjGNPm7x17wr6HO_OIIVVcNtY1

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that, the Annual General Meeting of Shareholders of Victory Offices Limited (the "Company" or "Victory") will be held as a fully virtual meeting online at 10.00am (AEDT) on Friday, 28 January 2022 ("Annual General Meeting", "AGM" or "Meeting").

You may attend the AGM virtually using the following information:

When: Friday, 28 January 2022 at 10.00am (AEDT)
Topic: Victory Offices Limited Annual General Meeting

Register in advance for the virtual AGM:

https://us02web.zoom.us/meeting/register/tZctduytpsjGNPm7x17wr6HO_OIIVVcNtY1

After registering, you will receive a confirmation email containing a link to access the AGM online. You may log into this link 15 minutes prior to the AGM commencing.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice, even if they are planning on attending the Meeting. To lodge your proxy, please follow the directions on your personalised Proxy Form.

If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at www.asx.com.au (ASX code: VOL) and on its website at <https://victoryofficeslimited.com/>.

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

AGENDA

ORDINARY BUSINESS

Financial Reports

To receive and consider the Financial Statements of the Company, together with the Directors' Report (including the Remuneration Report) and the Auditors' Report for the year ended 30 June 2021.

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

Resolution 1: Adoption of Remuneration Report

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

"That for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2021 be adopted."

Resolution 2: Election of Ms Manisha Angirish as a Director of the Company

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

"That, for the purposes of Section 201H(3) of the Corporations Act 2001 (Cth), and for all other purposes, Ms Manisha Angirish, having been appointed to the Board of Directors on 11 February 2021 and retires at this meeting in accordance with the Constitution of the Company and, being eligible, be elected as a Director of the Company."

Resolution 3: Election of Ms Kelly Anne Humphreys as a Director of the Company

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

"That, for the purposes of Section 201H(3) of the Corporations Act 2001 (Cth), and for all other purposes, Ms Kelly Anne Humphreys, having been appointed to the Board of Directors on 1 December 2021 and being eligible, be elected as a Director of the Company."

Resolution 4: Re-Election of Mr Alan Jones as a Director of the Company

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

"That, Mr Alan Jones, being retired by rotation in accordance with Clause 63.1 of the Company's constitution, being eligible and offering himself for re-election, be elected."

By the order of the Board



Mark Licciardo
Company Secretary

Dated:
23 December 2021

Notes

1. Entire Notice

The details of the Resolutions contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, the Notice of Meeting.

2. Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7:00pm (AEST) on 26 January 2022. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

3. Attending the Meeting

Ordinarily, Shareholders would be able to participate in the Meeting of the Company by attending and voting in person at the Meeting venue. However, due to the current exceptional and uncertain circumstances, and with the health, wellbeing of the Shareholders, employees and the broader community in mind, the Annual General Meeting will be held virtually (online) via a live video conferencing facility.

A Shareholder (or their attorney or proxy) can attend the Meeting online by registering in advance of the meeting at: https://us02web.zoom.us/join/zoom/register/tZctduytpjsjGNPm7x17wr6HO_OIIVVcNtY1.

For any attorney that plans to attend the Meeting, a certified copy of the Power of Attorney, or the power itself, must be received by Computershare Investor Services Pty Limited (Computershare) in the same manner, and by the same time as outlined for Proxy Forms below.

Shareholders attending the Meeting online will be able to vote and ask questions in real time

4. All resolutions by poll

All votes will be taken on a poll.

5. Voting online at the Meeting

Shareholders will be able to vote in real time when invited by the Chair. Shareholders will be able to vote for, against or abstain on each item through the online meeting platform.

6. Proxies

- a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
- b. Each shareholder has a right to appoint one or two proxies.
- c. A proxy need not be a shareholder of the Company.
- d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
- e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
- f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
- g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
- h. To be effective, Proxy Forms must be received by the Company no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 10.00am on 26 January 2022. Any proxy received after that time will not be valid for the scheduled meeting.

Proxies must be:

- (a) lodged at the Company's share registry, Link Market Services Limited;
- (b) faxed to the fax number specified below; or
- (c) lodged online at www.linkmarketservices.com.au in accordance with the instructions there, not later than 10:00am (AEDT) on 26 January 2022.

Address (hand deliveries): Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

Address (postal deliveries): C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Fax number for lodgement: within Australia (02) 9287 0309
outside Australia +61 2 9287 0309

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

7. Corporate Representative

A Member of the Company who is a body corporate and who is entitled to attend and vote at the meeting, or a proxy who is a body corporate and who is appointed by a Member of the Company entitled to attend and vote at the meeting, may appoint a person to act as its representative at the meeting by providing that person with:

- a. a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
- b. a copy of the Resolution, certified by the secretary or a director of the body corporate, appointing the representative.

8. How the Chairman will vote Undirected Proxies

The Chair of the meeting will vote undirected proxies in favour of all of the proposed Resolutions.

9. Enquiries

Shareholders are invited to contact the Company Secretary on (03) 8689 9997 or info@mertons.com.au if they have any queries in respect of the matters set out in these documents.

10. Shareholder questions

Shareholders will be given reasonable opportunity to ask questions related to the business on the Meeting, the Company's operations or of the auditor at the end of the Meeting. Please submit your questions by emailing the Company Secretary at info@mertons.com.au. If you would like to ask a question during the Meeting, please register as a Shareholder or Proxyholder and provide your valid HIN or SRN number when registering.

11. Voting Exclusions

Resolution 1

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

- a member of the Key Management Personnel whose remuneration details are disclosed in the Remuneration Report for the year ended 30 June 2021, or their closely related parties, in any capacity; or
- a member of the Key Management Personnel as at the time the resolution is voted on at the Meeting, or any of their closely related parties, as a proxy.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with an express authorisation in the proxy appointment to cast votes even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel, and in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation by the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 2, 3 and 4

There are no voting exclusions on either of these Resolutions.

EXPLANATORY MEMORANDUM

Purpose of Information

This statement is provided to shareholders of the Company (**Shareholders**) and explains the items of business to be considered at the annual general meeting of the Shareholders (**Annual General Meeting**) and should be read in conjunction with the notice of meeting.

Financial Statements and Reports: Year ended 30 June 2021

Under Section 317 of the Corporations Act, the Company is required to lay its Annual Report, Directors' Report and Remuneration Report before its Shareholders at its AGM. The Annual Report is submitted for Shareholders' consideration and discussion at the AGM as required. Meeting attendees are invited to direct questions to the Chairperson in respect of any aspect of the report they wish to discuss.

Representatives of the Company's auditor, RSM Australia Pty Ltd, will be present for discussion purposes on matters of relevance to the audit.

Resolution 1: Adoption of Remuneration Report

The Corporations Act requires a non-binding resolution to be put to shareholders for the adoption of the Remuneration Report. The Remuneration Report is included in the Company's 2021 Annual Report.

The 2021 Annual Report is available on the Company's investor website, <https://victoryofficeslimited.com/>.

The Remuneration Report includes information on:

- the remuneration policies adopted by the Board;
- the relationship between those policies and the Company's performance; and
- the remuneration details of each Director and Key Management Personnel.

At the AGM, the Chair will give shareholders a reasonable opportunity to ask questions about or comment on the Remuneration Report.

The shareholder vote on this resolution is advisory only and will not bind the directors or the Company. The vote will, however, be taken into consideration in determining future remuneration policies for directors and key management personnel.

The Board recommends that shareholders vote in favour of this resolution.

Additionally, as a result of provisions contained in the Corporations Act known generally as the 'two strikes rule', shareholders should note that the result of the vote on this resolution may affect next year's AGM. If 25% or more of the votes cast on this resolution are 'against' the resolution at both the 2021 AGM and 2022 AGM, then a further resolution on whether to hold a meeting to spill the Board would need to be considered at the 2022 AGM.

Voting Exclusions

A voting exclusion statement is included in the Notice.

Board Recommendation

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

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 2: Election of Ms Manisha Angirish as a Director of the Company

In accordance with ASX Listing Rule 14.4 and Clause 61.1 of the Company's Constitution, Ms Manisha Angirish offers herself for election as a Director of the Company. Ms Angirish was appointed to the Board of the Company on 11 February 2021.

Resolution 2 provides for the election of Ms Manisha Angirish as an Executive Director of the Company in accordance with the Company's Constitution.

Ms Angirish is the co-founder of the business and brings 13 years' experience in the senior management team as the current Chief Operating Officer and Co-Chief Executive Officer of the Company. Manisha has made significant contribution to the growth of the business to date and provides additional leadership resources and forms part the Company's succession planning.

In her role as COO, Ms Angirish has led the development and execution of the Company's key operational controls, procedures and systems, ensuring all Victory Offices locations meet and exceed expectations of the 6-star brand and retaining its position as industry leader.

Voting Exclusion

There are no voting exclusions on this Resolution.

Board Recommendation

The Board (with Ms Angirish abstaining) recommends Shareholders vote in favour of this Resolution.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 3: Election of Ms Kelly Anne Humphreys as a Director of the Company

In accordance with ASX Listing Rule 14.4 and Clause 61.1 of the Company's Constitution, Ms Kelly Humphreys offers herself for election as a Director of the Company. Ms Humphreys was appointed to the Board of the Company on 1 December 2021 and also serves as Chair of the Audit Committee.

Resolution 3 provides for the election of Ms Kelly Humphreys as a Non-Executive Director of the Company in accordance with the Company's Constitution.

Ms Humphreys is an established financial services professional with existing Board and committee roles spanning diverse sectors including financial services, health, regulation and education. She is currently a Non-Executive director on ASX listed Raiz Invest Limited (ASX:RZI) and the NSX Limited (ASX:NSX). She is also a Non-Executive director of Latrobe Private Health and the Accident Compensation Conciliation Service and a Commissioner of the Victorian Building Authority.

Ms Humphreys holds a Master of Management, a Diploma in Financial Services and is also a graduate member of the Australian Institute of Company Directors.

Voting Exclusion

There are no voting exclusions on this Resolution.

Board Recommendation

The Board (with Ms Humphreys abstaining) recommends Shareholders vote in favour of this Resolution.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 4: Re-Election of Mr Alan Jones as a Director of the Company

In accordance with Clause 63.1 of the Company's Constitution, Mr Alan Jones will retire by rotation from the Board and, being eligible, has offered himself for re-election.

Mr Jones was appointed a Director of Victory Offices Limited on 25 October 2017 and is Chair of the HR & Remuneration Committee and a member of the Audit Committee.

Mr Jones has over 35 years' experience in various management roles within the public and private sector. Alan has a strong understanding of capital and facilities management and experience in high performing team environments. Mr Jones is currently the Managing Director of AML Advisory, a Melbourne based advisory established in 2003, delivering capital project equipment support and commercial services. Mr Jones has also held senior roles on committees and boards with not-for-profit organisations. Alan's commercial career follows an extensive career serving with the Australian Defence Force specialising in operational and strategic logistical support. He holds graduate and post graduate qualifications in logistics, asset management, administration and strategic studies.

Voting Exclusion

There are no voting exclusions on this Resolution.

Board Recommendation

The Board (with Mr Jones abstaining) recommends that Shareholders vote in favour of this Resolution.

Voting Intention

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

GLOSSARY

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

“\$” means Australian Dollars;

“**ASX**” means ASX Limited ABN 76 616 150 022 or the Australian Securities Exchange, as the context requires;

“**AEDT**” means Australian Eastern Daylight Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

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

“**Closely Related Party**” a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

“**Company**” means Victory Offices Limited ACN 616 150 022;

“**Constitution**” means the Company's Constitution;

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

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

“**Explanatory Statement**” means the explanatory statement which forms part of this Notice;

“**Key Management Personnel**” means those persons details of whose remuneration are included in the Remuneration Report having the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (executive or otherwise), as defined in the Corporations Act.

“**Listing Rules**” means the official listing rules of ASX.

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

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

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

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

“**Remuneration Report**” means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2021.

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

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

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



Victory Offices

ABN 76 616 150 022

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Victory Offices Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



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PROXY FORM

I/We being a member(s) of Victory Offices Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Friday, 28 January 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at https://us02web.zoom.us/join/tZctduytpjsjGNPm7x17wr6HO_OIIVVcNtY1 (refer to details in the Notice of Meeting).

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

- 1 Adoption of Remuneration Report
- 2 Election of Ms Manisha Angirish as a Director of the Company
- 3 Election of Ms Kelly Anne Humphreys as a Director of the Company
- 4 Re-Election of Mr Alan Jones as a Director of the Company

For Against Abstain*

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



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO 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 those 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 Form, including where the Resolution is 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 placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Wednesday, 26 January 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Victory Offices Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

or

Level 12
680 George Street
Sydney NSW 2000

*During business hours Monday to Friday (9:00am - 5:00pm)



Victory Offices

23 December 2021

VICTORY OFFICES LIMITED ANNUAL GENERAL MEETING

Dear Shareholder,

Victory Offices Limited (**ASX: VOL**) (**Company**) is pleased to invite shareholders to attend the Annual General Meeting (**AGM** or **Meeting**) to be held on **Friday, 28 January 2022 at 10:00am (AEDT)**.

Due to the ongoing uncertainty and potential health risks created by the COVID-19 pandemic and taking into consideration the actions by governments to address these concerns, we will be hosting a virtual (online) AGM.

Notice of Meeting

The Notice of Meeting (**Notice**) for the AGM is available online at <https://victoryofficeslimited.com/company-announcements/>. In accordance with the temporary relief measures introduced by the *Treasury Laws Amendment (2021 Measures No. 1) Bill 2021*, no hard copies of the Notice of Meeting will be sent by post ahead of the AGM.

This letter provides information to guide shareholders as to how to attend and participate in the AGM. If it becomes necessary to give further updates about the AGM, information will be lodged with the ASX at www.asx.com.au (ASX code: VOL) and posted on our website at <https://victoryofficeslimited.com/company-announcements/>.

How to attend and participate at the AGM

Shareholders can attend the AGM online and will be able to view a live webcast of the Meeting, ask questions and cast votes in real time whilst the Meeting is in progress.

Registration is essential. To register, visit:

https://us02web.zoom.us/meeting/register/tZctduytpjsjGNPm7x17wr6HO_OIIVVcNtY1

Important note: you will need to provide your details - including your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) - to be verified as a shareholder.

After registering, you will receive a confirmation email containing a link to access the AGM online. Shareholders who intend to join the AGM are requested to do so 15 minutes prior to the start time of the Meeting to avoid any technical difficulties.

How to submit your vote in advance of the AGM

By post: Victory Offices Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 2000
Australia

By hand: Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

By fax: (02) 9287 0309 (within Australia)
+61 2 9287 0309 (from outside Australia)

Victory Offices

Level 2, 420 Collins Street,
Melbourne, VIC 3000

Email: info@victoryoffices.com.au

Phone: +61 3 8687 2111

Web: victoryoffices.com.au



Victory Offices

Online: by visiting Shareholders who wish to submit their voting instructions online should follow the instructions set out below:

1. Go to the following website
<https://investorcentre.linkmarketservices.com.au/Login/Login>
2. Enter 'Victory Offices Limited' or the ASX code 'VOL' in the 'Issuer Name' field, your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) (which is shown your Proxy Form), postcode, complete the security process, tick the terms and conditions box and click 'Login'.
3. Select the 'Voting' tab and then follow the online prompts to lodge your voting instructions.

Shareholders who lodge a voting instruction online following the instructions above will be deemed to have signed their Proxy Form.

We encourage all shareholders to lodge a directed proxy vote as soon as possible in advance of the Meeting, even if they are planning to attend the AGM online.

All votes must be received no later than 10.00am (AEDT) on Wednesday, 26 January 2022 to be valid.

How to submit your vote during the AGM

During the Meeting, Shareholders who wish to participate in and vote online will be able to do so.

Step 1: When the poll is open, the voting form will automatically appear within the Meeting window.

Step 2: Select your voting option (For / Against / Abstain) for the resolution. Voting instructions will also be provided during the Meeting.

How to ask questions

Only shareholders of the Company will be able to ask questions in advance of the meeting or at the AGM.

We encourage shareholders to submit questions in advance of the AGM. Questions can be submitted by Friday, 21 January 2022 via Link Market Services at www.linkmarketservices.com.au.

Support

If you are unable to access the Notice of Meeting or have any other queries regarding the upcoming AGM, please contact Link Market Services by phone on 1300 554 474 (within Australia) or on +61 1300 554 474 (outside Australia) between 9.00am and 5.00pm (AEDT) Monday to Friday. Copies of all material, including the Company's Annual Report and Notice of Meeting are available online on our website at <https://victoryofficeslimited.com/company-announcements/>.

Online Communication Preferences

We encourage shareholders to elect to receive online communication as the most efficient and environmentally friendly way to keep up to date with the Company's information. If you would like to receive electronic communications from the Company in the future, please update your communication preferences online at www.linkmarketservices.com.au.

We thank you for your support and look forward to you joining us at the Annual General Meeting.

Mark Licciardo
Company Secretary
Victory Offices Limited

Victory Offices

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