

Share and unit holder meeting guidelines

Overview

Registry Direct's meeting functionality empowers you with all the professional features you'll need to engage your investors, get their feedback and comply with the law.

Our functionality includes:

- Setting up physical, virtual and hybrid meetings;
- Defining resolutions to be voted on;
- Distributing your notice of meetings and other explanatory documents by email and/or assisting distribution by post;
- Producing online and paper/PDF based proxy forms;
- Allowing investors to vote on resolutions online and offline;
- Reports on poll results.

Please note preparing documentation for security holder meetings in accordance with the law can be complex and we recommend you consider seeking legal advice.

The Australian Institute of Company Directors has produced a guide on the legal obligations of general meetings of members. For the sake of completeness, a copy of the guide is reproduced on the next page. For any updates, please go to www.companydirectors.com.au.

General meetings of members

Meeting effectiveness

A meeting is a gathering that has a purpose. General meetings include any meetings of members (usually shareholders) such as annual general meetings (AGMs), meetings of different classes of members and creditors' meetings.

General meetings are governed by Part 2G.2 – Part 2G.4 of the *Corporations Act 2001*, the company's constitution, case law and, in the case of meetings of listed companies, by the ASX Listing Rules. General meetings usually cover matters outside of the scope of daily management, such as changes to the company name, status or capital structure, the constitution, approval of certain director benefits, removal and election of directors and auditors and director remuneration.

What are the requirements for a valid meeting?

Much court time is taken up with litigation concerning invalid meetings. To be valid, general meetings have to be properly convened, constituted and conducted. Below is a very brief outline of some legislative requirements (see the *Corporations Act 2001* for full details):

Frequency

- Public companies must hold an AGM at least once each calendar year in addition to other general meetings, except if they have only one member. A public company AGM must be held within five months after the end of its financial year (s 250N).

Who may call a meeting

- A director of any company may call a meeting (s 249C). In the case of a listed company, this power is despite anything in the company constitution (s 249 CA);
- Directors are obliged to call a meeting if requested to do so by members with at least 5 per cent of the votes (s 249D). The directors must call the meeting within 21 days of the request being given to the company and the meeting is to be held within two months;
- The *Corporations Legislation Amendment (Deregulatory and Other Measures) Act 2015* amended s 249D of the *Corporations Act 2001* to remove the '100 member rule', which required directors to call a general meeting at the request of 100 members. This was done to better reflect the collective interests of shareholders, as the decision to call a general meeting is now based on a minimum volume of shares as opposed to the number of individual shareholders – a right that could be abused by shareholder activists seeking to push their own agendas. However, the '100 member rule' does remain in place for managed investment schemes (s 252B).
- Members with at least 5 per cent of the votes that may be cast at a general meeting (s 249F);
- The court, if it is 'impracticable' to call the meeting any other way (s 249G). The court may make the order on application by any director or member who would be entitled to vote. The courts require strong evidence of it being 'impractical' to call a meeting before they will intervene. Examples of what has been considered a sufficient reason include all the directors having been killed in an accident, insufficient shareholders to make a quorum or unruly behaviour at a previous meeting.

Notice of meeting

- How much notice must be given:
 - The general rule is that at least 21 days notice must be given, although constitutions may specify longer. A shorter period can be specified for an AGM if all the members entitled to vote agree beforehand. A shorter period can be specified for any other general meeting if members with at least 95 per cent of the votes agree beforehand. Notice shorter than 21 days is not allowed for a meeting at which a resolution will be moved to appoint or remove a director or to remove an auditor (s 249H);
 - More than 28 days for listed companies regardless of what the company constitution says (s 249HA)
- Who to give notice to:
 - All members and directors;
 - Individually or for joint members to the first named person (s 249J);
 - Auditors (s 249K)
- How is notice given (s 249J):
 - Personally, by post or fax;
 - Electronic means if nominated by the member
- Contents of notice (s 249L):
 - Place, date and time of the meeting;
 - General nature of business;
 - Any special resolutions. For listed companies this includes the resolution on the directors' remuneration report;
 - Any details regarding the appointment of proxies;
 - Information in the notice must be presented in a 'clear, concise and effective manner' (s 249L (3)) – it must not be misleading. There is a common law duty on directors to provide such material as will fully and fairly inform the shareholders of what is to be considered at the meeting and to enable them to make a properly informed judgment (although not necessary to provide every piece of material that might conceivably affect voting – adequacy of material to be assessed in a realistic, practical way);

“Information in the notice must be presented in a ‘clear, concise and effective manner’ (s 249L (3)) – it must not be misleading.”

- Meeting must be held for a proper purpose (s 249Q). As long as there is a proper purpose, it does not matter that there may also be an improper purpose ('If the purpose for which the requisition is made is truly to have a meeting of members convened in order to consider and, if thought fit, to pass the resolution, then it does not matter that the requisitionist is motivated to pursue that purpose by ill-will or self interest' (*NRMA Ltd v Scandrett* (2002) 171 FLR 232 at 243);
- Meeting must be held at a reasonable time and place (s 249R). Meetings should be held during normal business hours and at a place convenient for the greatest possible number of shareholders to attend. Usually, this place would be in the city where the company's head office is situated or where the majority of individual shareholders reside. Companies may also periodically hold meetings in other places where a significant number of shareholders reside;
- Can meet in more than one venue if technology that gives members a reasonable opportunity to participate is used (s 249S)

Quorum

- Two members, unless the company constitution specifies another quorum. This quorum must be present for the duration of the meeting (s 249T);
- If the quorum is not present within 30 minutes of time in notice, the meeting is adjourned

Chairing

- Directors can elect a chair (s 249U), unless the company constitution specifies otherwise;
- AGMs – Chair must allow a reasonable opportunity for members to ask questions about or make comments on the management of the company (s 250S) and to ask questions of the company's auditors or their representative (s 250T).

Must minutes be kept?

All companies must keep minutes for general meetings (s 251A). The minutes must record the proceedings and resolutions of the meeting and be included in the minute book within one month of the meeting. The company secretary is responsible for minute taking and the chair is required to sign the minutes. Minute books must be kept at the company's registered office or principal place of business (s 251A (5)).

What is the role of chair in general meetings?

The performance of the meeting's chair is central to its success. The chair has the power to preserve order, regulate the discussion, adjourn the meeting and also has powers in relation to voting procedures. For example, under s 250S of the *Corporation Act 2001*, the chair must 'allow a reasonable opportunity for the members as a whole at the meeting to ask questions', which gives the chair the ability to restrict the number of questions or comments a speaker can make and the amount of time that they can speak to give everyone entitled to speak the opportunity to do so.

The chair has the power to preserve order, regulate the discussion, adjourn the meeting and also has powers in relation to voting procedures.

Specific duties of the chair include:

- To work with the CEO and company secretary to confirm the agenda;
- To understand all legal and constitutional rules about meetings;
- To determine that the meeting has been properly convened and that a quorum is present and maintained throughout the meeting;
- To understand the business and objectives of the meeting;
- To ensure the agenda is worked through efficiently with the greatest time spent on the most significant issues;
- To handle all matters impartially;
- To put all relevant questions to the meeting, take a vote and declare a result;
- To deal with the minutes through the company secretary;
- To declare the meeting closed or adjourned.

What are the principal rules on AGMs?

The ASX Corporate Governance Council states (in *Corporate Governance Principles and Recommendations 3e*, 2014, p 27) that annual general meetings are:

"[A]n important forum for two-way communication between a listed entity and its security holders. They provide an opportunity for a listed entity to impart to security holders a greater understanding of its business, governance, financial performance and prospects, as well as to discuss areas of concern or interest to the board and management. They also provide an opportunity for security holders to express their views to the entity's board and management about any areas of concern or interest for them."

This is reflected in a 2012 member survey by the Australian Institute of Company Directors, which found that from the perspective of directors, the top three functions of AGMs are:

- Board accountability to shareholders;
- Presenting information to shareholders; and
- Answering questions from shareholders.

Only public companies are required to hold AGMs each year; proprietary companies are not. The *Corporations Act 2001* specifies numerous obligations for public companies in addition to those already discussed for general meetings. The principal purpose of the AGM is to consider the annual financial reports. Section 317 (1) requires that:

"The directors of a public company that is required to hold an AGM must lay before the AGM:

- (a) The financial report; and*
- (b) The directors' report; and*
- (c) The auditor's report;*

for the last financial year that ended before the AGM."

Public companies must hold their AGM within five months of their financial year end (s 250N (2)).

Auditors have to attend the AGM and be prepared to answer member questions (s 250RA). Members are able to submit questions for the auditor at least five business days before the AGM, provided they are relevant to the content of the audit report or related to the conduct of the audit. A list of any questions submitted to the auditors must be given to members who attend the meeting (s 250PA).

Although the company has to supply a notice of meeting to all members setting out the business for the meeting, there are some items which can be included in an AGM without being mentioned in the notice of meeting (s 250R). These matters are:

- Consideration of the financial, directors' and auditor's reports;
- Election of directors;
- The appointment of, and fixing the remuneration of, the auditor.

The chair must allow a reasonable opportunity for members to ask questions or make comments on the company's management (s 250S) and the remuneration report (s 250SA).

“The chair must allow a reasonable opportunity for members to ask questions or make comments on the company's management...”

Listed companies are required to put a resolution to members that the remuneration report be adopted. Their vote is only advisory and is not binding on directors (s 250R (2)-(3)). However, a vote against the remuneration report by at least 25 per cent of the votes cast can lead to the 'two strikes' situation. This means that, if there is a 25 per cent vote against the remuneration report at the next annual general meeting, there must be a spill resolution that another meeting will be held within 90 days. At that spill meeting, there will be a vote on the directors (s 250V).

Who can attend the AGM?

Apart from shareholders/members and proxy holders, meeting attendees can include:

- Directors including the chairs of key committees such as audit, who may be required to answer questions in relation the financial statements;
- Senior executives, especially the CEO and CFO;
- Company secretary;
- External auditor, as per the *Corporations Act 2001*, which requires the attendance of the external auditor for listed companies and entitles them to attend for other companies;
- Director candidates;
- Legal representatives;
- External experts, for example remuneration advisors.

Other attendees at the AGM who may be invited, but will generally not be allowed ask questions, include:

- Media representatives;
- Analysts; and
- Family members of shareholders.

What is the law on voting at general meetings?

For companies with share capital, subject to any rights or restrictions attached to any class of shares, each member has one vote on a show of hands. On a poll, each member has one vote for each share they hold (s 250E (1)). For companies without share capital, each member has one vote both on a show of hands and a poll. The chair has a casting vote and also, if they are a member, any vote they have in their capacity as a member. If a share is held jointly and more than one member votes in respect of that share, only the vote of the member whose name appears first in the register of members counts.

A challenge to a right to vote at a meeting of a company's members may only be made at the meeting and must be determined by the chair, whose decision is final (s 250G).

Generally, a poll may be demanded on any resolution. However, a company's constitution may provide that a poll cannot be demanded on any resolution concerning the election of the chair of a meeting or the adjournment of a meeting (s 250K). A poll may be demanded by at least five members entitled to vote on the resolution or members with at least 5% of the votes that may be cast on the resolution on a poll or the chair (s 250L). A company's constitution may provide that fewer members or members with a lesser percentage of votes may demand a poll.

A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.

A poll on the election of a chair or on the question of an adjournment must be taken immediately (s 250M).

Are meetings invalidated by irregularities?

Section 1322 (1) of the *Corporations Act 2001* provides that a proceeding (which includes a general meeting) under that Act is not invalidated because of any procedural irregularity unless the court is of the opinion that the irregularity has caused or may cause substantial injustice that cannot be remedied by any order of the court and by order declares the proceeding to be invalid.

A reference to a procedural irregularity includes a reference to the absence of a quorum at a meeting of a corporation and a defect, irregularity or deficiency of notice or time.

Disclaimer

This document is part of a Director Tools series prepared by the Australian Institute of Company Directors. This series has been designed to provide general background information and as a starting point for undertaking a board-related activity. It is not designed to replace legal advice or a detailed review of the subject matter. The material in this document does not constitute legal, accounting or other professional advice. While reasonable care has been taken in its preparation, the Australian Institute of Company Directors does not make any express or implied representations or warranties as to the completeness, currency, reliability or accuracy of the material in this document. This document should not be used or relied upon as a substitute for professional advice or as a basis for formulating business decisions. To the extent permitted by law, the Australian Institute of Company Directors excludes all liability for any loss or damage arising out of the use of the material in this document. Any links to third-party websites are provided for convenience only and do not represent endorsement, sponsorship or approval of those third parties, or any products and/or services offered by third parties, or any comment on the accuracy or currency of the information included in third party websites. The opinions of those quoted do not necessarily represent the view of the Australian Institute of Company Directors.

© 2016 Australian Institute of Company Directors

About us

The Australian Institute of Company Directors is committed to excellence in governance. We make a positive impact on society and the economy through governance education, director development and advocacy. Our membership includes directors and senior leaders from business, government and the not-for-profit sectors.

For more information **t:** 1300 739 119 **w:** companydirectors.com.au

Additionally, ASIC has provided certain relief from aspects of the Corporations Act (2001) to assist companies to perform virtual and hybrid meetings. A copy of ASIC's guidance is also included below. For further information, go to <https://asic.gov.au/about-asic/news-centre/news-items/asic-guidelines-for-investor-meetings-using-virtual-technology/>.

ASIC guidelines for investor meetings using virtual technology

On 20 March 2020, ASIC issued [guidelines for meeting upcoming annual general meetings \(AGM\) and financial reporting requirements](#). See also [media release 20-070MR](#).

The guidelines discuss ASIC's 'no action' position on non-compliance with provisions of the Corporations Act that may prevent the holding of AGMs via technology that allows members to participate remotely by online or other electronic means (virtual technology).

On 6 May 2020, temporary modifications to the Corporations Act under the [Corporations \(Coronavirus Economic Response\) Determination \(No. 1\) 2020](#) (Determination) took effect¹.

These modifications are designed to further facilitate the holding of meetings (including AGMs) via virtual technology by overcoming existing impediments. Among other things, the Determination:

- deems persons participating via virtual technology to be present at the meeting
- confirms virtual technology may be used to provide persons a reasonable opportunity to speak at the meeting
- allows notices of meeting, and other information regarding a meeting, to be provided by including it in an electronic communication, or providing details of an online location where it can be viewed and downloaded..

The modifications extend to provisions of the Corporations Act that give effect to – and enable the enforcement of – company and registered scheme constitutions.

ASIC's position on virtual technology for investor meetings

ASIC considers that virtual technology is a valuable tool for addressing the challenges of COVID-19 and to ensure continued investor engagement in meetings. While restrictions on movement and large gatherings remain in place, ASIC strongly encourages companies and responsible entities to hold either:

- 'virtual' meetings (a meeting where all members participate via online facilities)
- where circumstances permit, 'hybrid' meetings (a small physical meeting linked with online facilities that allow remote participation).

It is important that hybrid or virtual meetings are facilitated and conducted in a way that provides a reasonable opportunity for members to participate (see sections 249S and 252Q of the Corporations Act and paragraph 5(1)(a) of the Determination). This is particularly relevant now as many investors are keen to understand how their company or scheme is responding to the challenges of the current operating environment.

To assist companies and responsible entities to meet these requirements, and ensure that meetings adopting virtual technology are conducted in a meaningful and effective way, we have set out below some guidelines on the calling and holding of hybrid and virtual meetings of members.

ASIC has also commenced a program of observation of hybrid and virtual meetings held during the COVID-19 restrictions. The program is ongoing and we may provide further guidance if warranted based on our continuing observations, any requests for additional guidance we receive, or any change in circumstances.

As our guidance is based in part on the terms of the Determination, it will remain in place until the expiry of the Determination at the end of 5 November 2020¹, unless it is withdrawn or reissued beforehand.

Given the current restrictions on members' ability to physically attend meetings, ASIC would be concerned if a company or responsible entity were to seek to hold a physical meeting or a hybrid meeting that did not adequately allow questions to be asked, or votes to be cast, at the meeting in a way that provides a reasonable opportunity for members to effectively participate.

Companies and responsible entities that hold meetings in such circumstances may risk breaching sections 249R or 252P of the Corporations Act (the requirement to hold a meeting at a reasonable time and place), or the terms of the Determination.

Some listed entities may have already called a meeting and not included (or need to change) information in the notice of meeting about the virtual technology that will be used to ensure members have a reasonable opportunity to participate. In such cases the entity should issue a fresh notice containing the new details at least seven days before the meeting (see Determination paragraph 5(3)(b)).

If any listed entities anticipate difficulty in meeting the requirements of the Determination, or our guidance, we encourage them to contact us at the earliest possible opportunity. Determination paragraph 5(3)(b)).

If any listed entities anticipate difficulty in meeting the requirements of the Determination, or our guidance, we encourage them to contact us at the earliest possible opportunity.

Guidelines for conducting hybrid and virtual meetings

These guidelines set out ASIC's views on the most appropriate approach to conducting hybrid and virtual meetings as well as the legal requirements under the Determination. They apply to public company AGMs and any other meeting of company or scheme members, such as meetings:

- for member approvals required under the Corporations Act or ASX Listing Rules
- to consider a proposed scheme of arrangement.

In these guidelines we refer to virtual technology without specifying any particular kind of technology or requiring the use of a single technology. The most appropriate technology or mix of technologies for a particular meeting will often depend on a variety of factors specific to the company or scheme and its membership. We encourage boards and responsible entities to consider tailored and innovative options in determining the right technologies for their company or scheme meeting.

1. Member participation during hybrid and virtual meetings

As an overall guiding principle, members at a hybrid or virtual meeting should be given an opportunity to participate in the meeting that is equivalent to the one they would have had if attending in person. Having regard to the fundamental elements and purpose of member meetings, this generally means:

- a. The virtual technology used should enable those participating virtually to follow the proceedings of the meeting uninterrupted.
- b. Any changes to the way the meeting is conducted to account for the virtual environment should be tailored, as far as possible, to preserve and promote genuine and effective interaction between members and the board or responsible entity.
- c. Members should be given a reasonable opportunity to ask questions live during the course of the meeting regardless of whether they are participating in person or virtually. This ensures they are able to comment on, and raise questions in response to, presentations, debate and other matters arising at the meeting. At AGMs, a similar opportunity should be extended for questions about, or comments on, the management of the company and (where applicable) the remuneration report, as well as questions to the auditor (see sections 250S, 250SA and 250T of the Corporations Act).
- d. If virtual technology (or any other process adopted) enables a company or responsible entity to review and select members' questions or comments submitted in advance of, and/or at, the meeting, the selection process should be balanced and representative. There should also be transparency about the number and nature of the questions asked and not answered – and appropriate records of questions, comments and responses should be kept to enable this.
- e. Members entitled to vote on resolutions put at the meeting should have the opportunity to consider responses to questions and debate before doing so. This will support members to make a fully informed decision. Members should accordingly have the option to cast a vote live during the meeting via virtual technology in the same way that they would if they attended in person. This is so even where the option to vote prior to the meeting is also available (see also Determination paragraph 5(1)(c)).

2. Voting in a hybrid or virtual meeting

All voting at a virtual or hybrid meeting should be by a poll rather than a show of hands. Voting by a show of hands has the potential to disenfranchise members. This potential is even greater in a virtual setting (see Determination paragraph 5(1)(c)).

Where practicable, voting via online or other means should also be available prior to the meeting for the convenience of members who do not otherwise intend to participate (see Determination paragraph 5(1)(c)).

3. Content of the notice-of-meeting

Many virtual attendees may be using new technology for the first time. The notice-of-meeting should include clear explanations of:

- for member approvals required under the Corporations Act or ASX Listing Rules
- to consider a proposed scheme of arrangement.

The explanations should be clear, concise and effective (section s249L(3) of the Corporations Act).

At the very least, companies and responsible entities should specify an email address (or other online submission facility) in the notice of meeting for the service of proxy appointments and proxy appointment authorities.

4. Technical problems during a hybrid or virtual meeting

Technology can be unpredictable and as such, can present new risks to the proper functioning of meetings. Planning ahead can mitigate these risks and improve user experience.

ASIC encourages companies and responsible entities to:

- assess virtual technologies in advance of the meeting. Consider whether the technology adequately facilitates member participation and can handle anticipated usage. Also consider holding a short rehearsal to iron-out potential complications or technical issues.
- consider backup solutions and plans to overcome technical issues. Plan for how you might communicate in real-time to members participating virtually to provide new instructions or a change in plans. Let participants know at the beginning of the meeting how you will communicate these updates if technical issues do arise.
- if technical issues result in a number of members being unable to reasonably participate, the meeting should be adjourned until the problem is fixed. An extension to a statutory timeframe may be required to facilitate this. In the case of AGMs required to be held before 31 May 2020, a company or responsible entity may rely on [ASIC's 'no action' position](#).

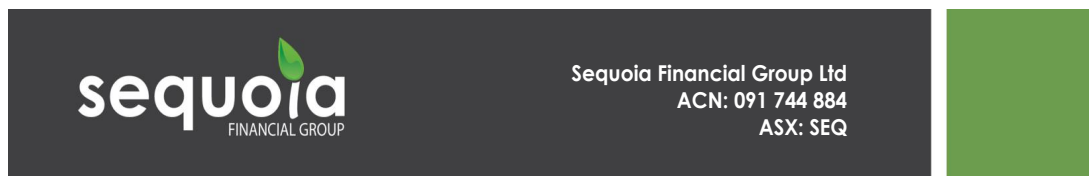
Editor's note: On 31 July 2020 the Government [announced](#) that the current arrangements under the Determination would be extended so that they expire on 21 March 2021. ASIC's guidance will remain in place for so long as the modifications are in effect (unless it is otherwise withdrawn or reissued).

Notice of Meeting

Due to the complexities of what should be included in your Notice of Meeting, you'll need to prepare your own which you can use the Registry Direct system to send to your security holders by email (and post if you want).

A sample of instructions on how security holders can vote are included in Appendix A which you may wish to append to your notice of meeting. For your use, word version of this document is available [here](#).

Where you do not have an authorised email to send Notice of Meeting documentation to, under the ASIC guidelines (which are in force until 21 March 2021) issuers **must** either post short form invitations to meetings with information on how to access your Notice of Meeting and supporting information, or post your Notice of Meeting and supporting information. Please see example of a short form invitation below. For your use, you can access a word version of this document at [here](#).



21 October 2020

All Registry communications to:
Registry Direct Ltd
10 Exon Street
Brighton VIC 3186
Ph: 1300 55 66 35
Email: registry@registrydirect.com.au

Dear Shareholder

I am pleased to provide you with details about the 2020 Annual General Meeting (**AGM**) of Sequoia Financial Group Ltd (**Sequoia** or the **Company**) to be held on Thursday, 19 November 2020 at 10.30 am (Melbourne time) as a virtual meeting.

In line with temporary amendments to the AGM requirements in Australia, and current regulatory guidance, the meeting this year will be held entirely by virtual meeting technology, given the uncertainty and potential health risks associated with large gatherings during the COVID-19 pandemic.

Additionally, the determination issued by the Federal Treasurer permits a Notice of Meeting, and other related information regarding a meeting, to be provided online where it can be viewed and downloaded. Accordingly, this year the Notice of Annual General Meeting for Sequoia will not be mailed to Shareholders. Instead, it is available for you to view and download at the Company's website at: <https://www.sequoia.com.au/about-sequoia/asx-announcements/>.

Your participation in the AGM is important to us and we invite all Shareholders and proxy holders to participate in the AGM virtually, via Zoom, using the following details:

Meeting Link: <https://zoom.us/j/92386314884?from=msft> Alternatively, you

can also join the meeting via telephone, using the below dial in details.

Telephone: +61 3 7018 2005 or +61 2 8015 6011
Meeting ID: 923 8631 4884

Shareholders are encouraged to access the AGM via videoconference (using the link) as a presentation will be displayed.

Please note, if you wish to vote during the AGM, you will need to login to your Shareholder account at <https://www.registrydirect.com.au/login/>. An instruction sheet for voting online is annexed to the Notice of Meeting. It is strongly recommended that you check you have access to your Shareholder account prior to the AGM. For Shareholders who do not yet have an account with our Share Registry, Registry Direct Limited, attached is a welcome pack to assist with your registration.

Prior to the AGM, Shareholders may appoint a proxy to attend the AGM on their behalf and direct how they want their votes cast, either online through their Shareholder account at <https://www.registrydirect.com.au/login/> or by completing and returning the attached proxy form. To be valid, proxy appointments and voting directions must be received by 10.30 am (Melbourne time) on Tuesday, 17 November 2020. Eligible proxyholders will need to contact Registry Direct prior to the meeting to obtain their voting card. They will also be provided with instructions on how to complete and return the voting card.

Sequoia appreciates the understanding of our Shareholders during this difficult time and we look forward to your virtual attendance and participation at the AGM.

Yours faithfully

John Larsen
Chairman
Sequoia Financial Group Ltd

Running a meeting using Registry Direct

Registry Direct's meeting functionality lets you to set up and manage annual and other general meetings allowing investors to appoint a proxy and direct their votes.

Setting up a meeting

Setting up a meeting in Registry Direct is easy. All you need to do is follow a few simple steps:

- 1. Meeting configuration:** Enter the meeting details including what the meeting is about, who can vote and the location of the meeting. If the meeting will be accessible online, you can include a link to your webinar service.

Meeting attendance

Investors will be invited to attend the meeting:

☐ At a physical location only

☐ Online only

☒ At a physical location and online

Physical location details

Enter a meeting address:

Online meeting invitation details

Include an online meeting invitation link:

Paste the invitation URL here beginning with http:// or https://

Include additional instructions for investors to access the online meeting:

If you are offering video conferencing for your meeting you can include an invitation link to the video call/meeting here. The link will be sent to your investors in the notice of meeting. You may also provide any additional information required for investors to access the video call/meeting.

Note: Any meeting passwords you include here will be sent in the notice of meeting email in plain text.

- 2. Meeting dates and time:** Enter the date and time the meeting will take place and the time frame during which investor can vote. You can also let investors and their proxy's vote during the meeting by providing them with an Attendance Verification Code.

Date and time

Timezone

Victoria

Meeting date & time:

26/8/2020 9:38 AM

Onsite registration start time:

9:08 AM

Record date:

24/8/2020

For a vote to count, the individual must be an investor on this date.

Online voting cutoff date & time*:

24/8/2020 10:00 AM

Offline voting cutoff date & time*:

24/8/2020 10:00 AM

Date until printed form votes are accepted.

☒ Allow online voting during the meeting

Online voting will be turned on during the meeting starting 26/8/2020 9:38 AM and can be turned off manually per resolution.

Attendance verification code*:

Investors who vote online during the meeting will be required to enter the code in order to vote. Give this code to investors during the meeting.

Enter attendance verification code

3. Enter resolutions: Enter the resolutions to be voted on and additional details about the resolutions such as the Chairman’s voting intention and any parties required to be excluded from voting.

Resolutions

Resolution 1 name:

APPROVAL OF EXECUTIVE SHARE OPTION PLAN

Resolution description:

Lorem ipsum

Restrict investors from voting:

Select investor:

Search by name, HIN or SRN

✕ DOCTOR RICHARD WIRTHER - I90010308410

This investor:

☒ May not vote

☐ May not vote for

☐ May not vote against

🗑 remove investor from restricted list

+ Add another investor to restricted list

Board member/s with conflict (if any):

Name of Board member/s:

John Richards

Explanation of conflict:

Enter explanation of conflict...

Include a note?

☐ Yes

☒ No

+ Add another resolution

Resolution type:

☒ Ordinary

Passed if at least 50% of all eligible cast votes are cast 'For'

☐ Extraordinary

Passed if at least 50% of all votes castable are cast 'For'

☐ Special

Passed if at least 75% of all eligible cast votes are cast 'For'

☐ Non binding

Voting on this resolution is advisory and does not bind the directors or the company

Board recommendation:

Not provided

Chairman's voting intention:

Abstain

Investor notification

Investors with an email address on record will be sent an email letting them know they can vote online. The email will also include your Notice of Meeting and a system generated Proxy Form for investors that do not wish to vote online.

Invitations can also be sent to investors that join the register after the meeting has been set up.

Dear Investor,

You are invited to attend a meeting of the members of Demo Company.

The date and time of the meeting are:

Date: Wednesday 28 October 2020

Registration time: 9:00 a.m. AEDT

Meeting time: 10:10 a.m. AEDT

The meeting will take place at: 24 Collins Street, Melbourne VIC 3000

And will be online at: <https://www.zoom.com/meeting/2833>

Zoom meeting password is 3829

If you attend this meeting in person, please bring a copy of the proxy form.

If you do not plan to attend the meeting, you may appoint a proxy to vote on your behalf and direct how you would like your votes cast. To do so, you can either instruct us:

- By completing an online proxy form by 10:00 a.m. AEDT on Monday 26 October 2020 or during the meeting. You can access an online proxy form by clicking the button below;

[Appoint a proxy/Vote online](#)

- Or by completing and returning the attached proxy form by 10:00 a.m. AEDT on Monday 26 October 2020.

For further details about the meeting, please refer to the attached documents.

To add the meeting to your calendar, click on the relevant button.


[Outlook / iCalendar](#)

[Google Calendar](#)

If you have any questions, contact us on +25779561234 or email us at demo@democompany.com.au.

Kind regards
Demo Company


For investors that have not provided a valid email address, Registry Direct will produce a PDF document containing everything you need to post including the Proxy Form, Notice of Meeting and a personal link to set up their online account on the Registry Direct platform that will facilitate investors signing up to the investor centre and voting online.



20 October 2020

SAVE TIME & VOTE ONLINE:
registrydirect.com.au/investor

Present this QR code at the meeting:



Investor Name(s)
<designation>
C/O Example Ltd
PO BOX 0000
MELBOURNE VIC 3000

PROXY FORM

Please complete and return this form if you wish to appoint a Proxy and/or direct how you want your votes cast. This form must be completed and returned by 10:00 a.m. AEDT on Monday, 26 October 2020.

Alternatively, you can appoint a Proxy and/or direct how you want your votes cast online at <https://www.registrydirect.com.au/investor/>.

Step 1 - Appoint your Proxy

I/We are or represent a member/s of Demo Company and entitled to attend and vote hereby appoint:

<input type="checkbox"/> the Chairman of the Meeting (mark box with 'X')	OR	<input type="checkbox"/> Write have the name of the person (or body corporate) you are appointing if this person is someone other than the Chairman of the Meeting
--	----	--

or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chairman of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the Annual General Meeting of Demo Company to be held at 10:10 a.m. AEDT on Wednesday, 28 October 2020 at 24 Collins Street, Melbourne VIC 3000 and at any adjournment or postponement of the meeting.

This form authorises our proxy to vote on the lesser of

<input type="checkbox"/> all our securities	OR	<input type="checkbox"/> _____ securities
---	----	---

I/We acknowledge, if the Chairman of the Meeting is appointed as our proxy (or becomes our proxy by default), the Chairman of the Meeting intends to vote undirected proxies in the manner set out with each resolution below, even when the Chairman of the Meeting has a conflict of interest.

Step 2 - Direct how your votes are to be cast

Resolution 1
APPROVAL OF EXECUTIVE SHARE OPTION PLAN
Resolution type: **Ordinary**
Board recommendation: **Not provided**
Chairman's voting intention: **Abstain**

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2
APPROVAL OF EXECUTIVE SHARE OPTION PLAN
Resolution type: **Ordinary**
Board recommendation: **Not provided**
Chairman's voting intention: **Abstain**

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step 3 - Sign this form

Shareholder 1 (individual)	Joint Shareholder 2 (individual)	Joint Shareholder 3 (individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
<small>Sole Director & Sole Company Secretary</small>	<small>Director/Company Secretary (Delists one)</small>	<small>Director</small>

Date

Contact name

Mobile number

Email

By providing an email you agree to receive future communications electronically

SIGNING INSTRUCTIONS FOR THE PROXY FORM

Individual:
Where the holder is an individual, 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 are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

Companies:
When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy 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 the Proxy 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 and delete titles as applicable.

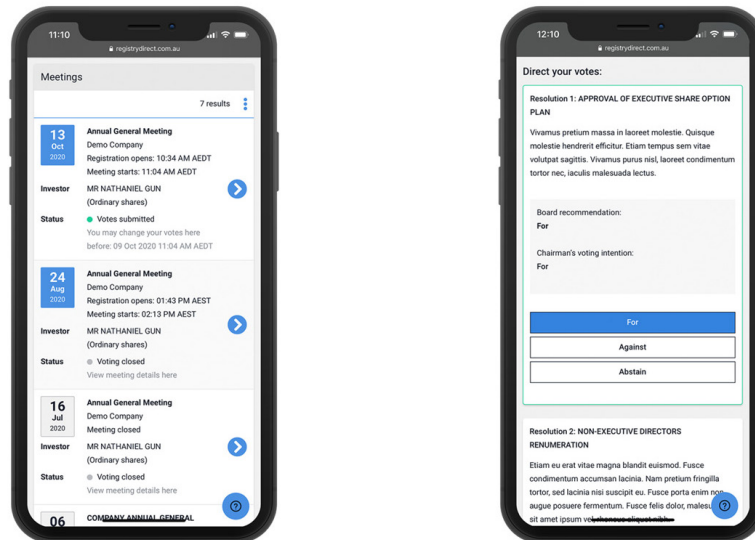
RETURNING THE PROXY FORM

Please note our preference is you appoint your proxy and direct how you require your vote/s be cast online. If you perform these actions online, you will not need to complete or return the Proxy Form. You can complete these actions by logging in to your account at www.registrydirect.com.au/investor.

You can return the Proxy Form by:

EMAIL:	POST:
 demo@democompany.com.au	 24 Collins Street Melbourne VIC 3000

Once the meeting is open, investors can appoint a proxy and direct how they want their votes cast online by logging into their shareholder account on our platform.



For proxies, an online voting card can be provided for them to vote during the meeting. Additional fees may apply.

Sequoia Financial Group Limited

2020 Annual General Meeting Proxy Holder Voting Card

*** Required**

Email address *

Your email

This form is for validly appointed proxy holders for the Sequoia Financial Group Limited (ABN 90 091 744 884) Annual General Meeting to be held at 10:30 am AEDT on Thursday 19 November 2020 only. If you are a holder of securities, you must vote by logging into your account at registrydirect.com.au/login

What is your name? *

Your answer

Please enter your assigned proxy group code(s) and/or the last 5 digits of the HIN or SRN of each holding you are voting the same way for? *

Your answer

Please enter the "Attendance Verification Code" *

Your answer

Resolution 1: Adoption of the Remuneration Report *

☐ For

☐ Against

☐ Abstain

Resolution 2: Re-election of Director – Kevin Pattison *

☐ For

☐ Against

☐ Abstain

Resolution 3: Employee Incentive Plan Approval *

☐ For

☐ Against

☐ Abstain

A copy of your responses will be emailed to the address you provided.

Never submit passwords through Google Forms.

reCAPTCHA
Privacy Terms

This form was created inside of Registry Direct. [Report Abuse](#)

Google Forms

Enter votes

Authorised representatives of issuers can enter proxy details and votes.

Proxy

Completed proxy form

[Add/Replace file](#)

Select the proxy (person/company) that will vote on the investor's behalf:

Assigned: Chairman

Edit

Votes

Resolution	For	Against	Abstain	Proxy's discretion	Not submitted	
1: APPROVAL OF EXECUTIVE SHARE OPTION PLAN Vote history Voting restriction:	<input type="text" value="82702"/>	<input type="text" value="0"/>	<input type="text" value="0"/>	<input type="text" value="0"/>	0	<div>Saved</div>
2: APPROVAL OF EXECUTIVE SHARE OPTION PLAN Vote history Voting restriction:	<input type="text" value="82702"/>	<input type="text" value="0"/>	<input type="text" value="0"/>	<input type="text" value="0"/>	0	<div>Saved</div>

Analyse votes

Registry Direct allows you to see interim result of resolutions while votes are still being submitted.

Votes summary

[View details](#)

[Download detailed report](#)


[Download final results report](#)

Resolution	For	Against	Abstained	Proxy's discretion	Not submitted	Interim result
1. APPROVAL OF EXECUTIVE SHARE OPTION PLAN	240,733	0	0	0	27,061.0728	Passed by poll
2. APPROVAL OF EXECUTIVE SHARE OPTION PLAN	105,454	157,103	0	0	27,061.6035	Rejected by poll

You can also see how investors has directed their vote for each resolution.

Votes										← Back to meeting
										58 results Export Show filter
Resolution	Investor	SRN/HIN	Exclusions	For	Against	Abstain	Proxy's discretion...	Not cast	Proxy	
APPROVAL OF EXECUTIVE SHARE OPTION PLAN	DR RICK BARLEY + MRS CAROL GARETA BARLEY	I90004593781	None	87,298	0	0	0	0.1230	CHAIRMAN OF THE MEETING	
APPROVAL OF EXECUTIVE SHARE OPTION PLAN	MAYER INVESTMENTS PTY LTD	I90020321651	None	82,702	0	0	0	0.7400	CHAIRMAN OF THE MEETING	
APPROVAL OF EXECUTIVE SHARE OPTION PLAN	MR NATHANIEL GUN	I90060095065	None	47,981	0	0	0	0.6231	CHAIRMAN OF THE MEETING	
APPROVAL OF EXECUTIVE SHARE OPTION PLAN	MR MICK SAVERN	I90035224911	None	22,752	0	0	0	0.0931	CHAIRMAN OF THE MEETING	
										Page 1 of 6 10 rows Previous Next

A final report can be downloaded with the results of the meeting which is consistent with the ASX listing rules.



Generated at: 20/10/2020 12:37 PM AEDT

Meeting results report

General Meeting

Date of Meeting: 08/10/2020

Resolution 1

APPROVAL FOR THE ISSUE OF ACQUISITION SHARES

Resolution type: Ordinary

Prior to meeting

For
183,506,187 (99.91%)

Against
171,941 (0.09%)

Abstain
0

Proxy's discretion
705,000

Results of poll

For
185,316,192 (99.91%)

Against
171,941 (0.09%)

Abstain
0

Passed
By poll

Resolution 2

APPROVAL FOR THE GRANT OF STAFF OPTIONS

Resolution type: Ordinary

Prior to meeting

For
183,460,400 (99.88%)

Against
217,728 (0.12%)

Abstain
0

Proxy's discretion
705,000

Results of poll

For
184,165,400 (99.88%)

Against
217,728 (0.12%)

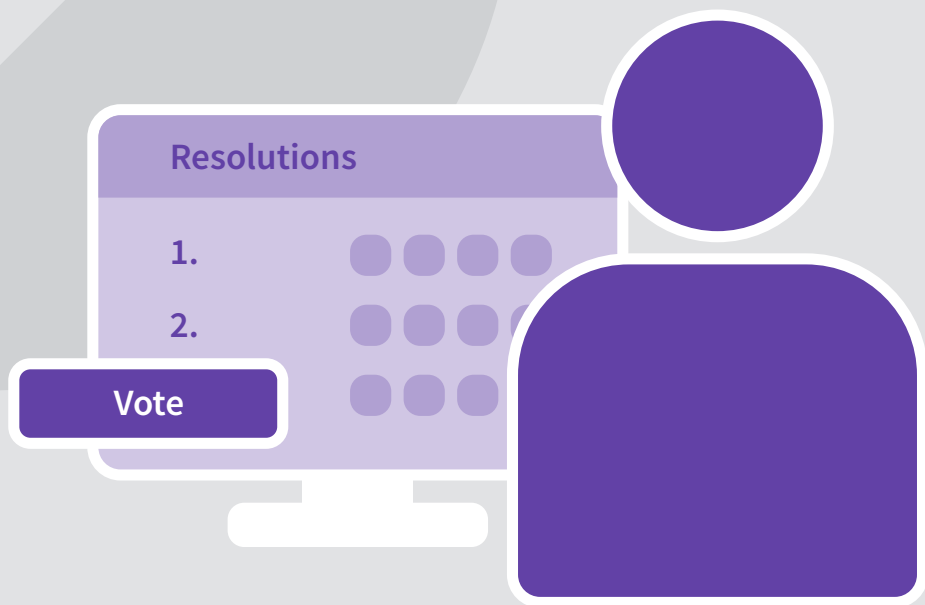
Abstain
0

Passed
By poll



Appendix A: Voting instructions

Online voting guide



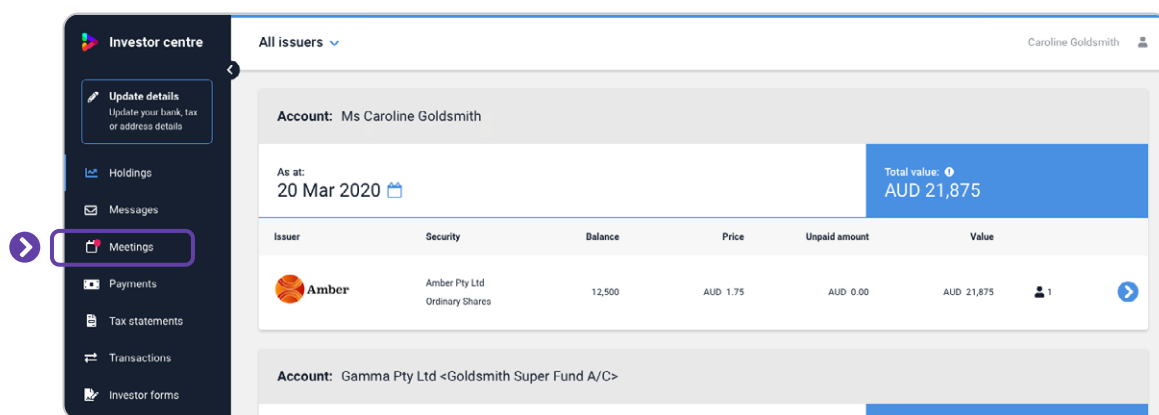
Voting before the meeting

Follow these instructions if you are voting online before the meeting has started.

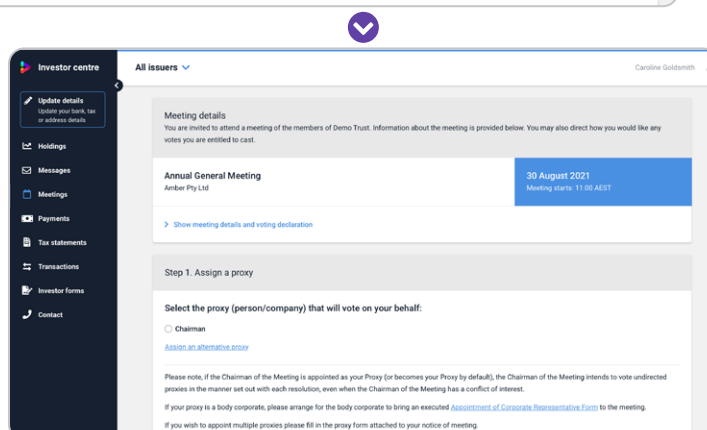
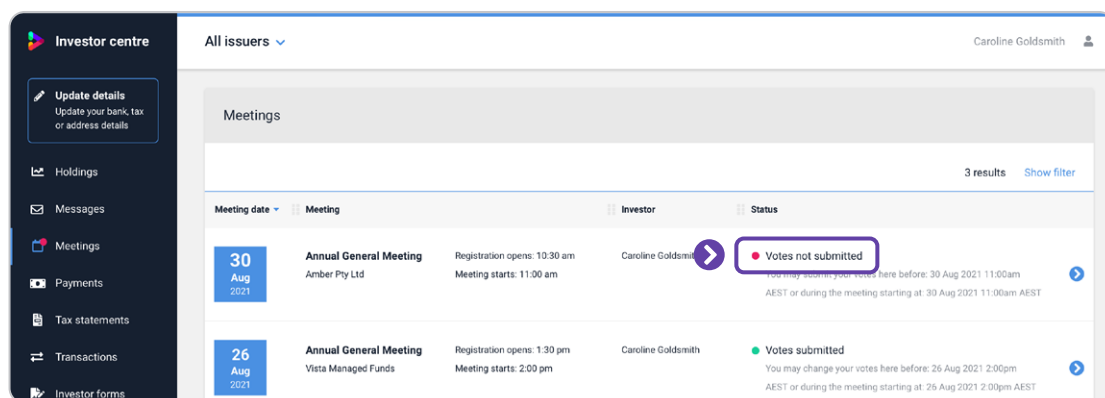
In order to vote you'll need a Registry Direct account. If you do not have one, please contact registry@registrydirect.com.au. State the name of the issuer in the subject line and in the body of the email state the name of the holder and the last five digits of your HIN/SRN.

1. Find the meeting

- Go to <https://www.registrydirect.com.au/login/> and log in using your existing email address and password.
- From the Investor Centre dashboard, click on **Meetings** in the menu. A red dot above the Meetings menu item indicates that you have pending votes to cast.



- From the **Meetings** page, Open meetings that require your vote will also display a red dot in the **Status** column. Click anywhere on the row displaying the meeting to go to the **Meeting details** page.



2. Assign a proxy

- To assign the Chairman as the proxy, click **Chairman**, then **Assign proxy**.

Step 1. Assign a proxy

Select the proxy (person/company) that will vote on your behalf:

☒ Chairman

[Assign an alternative proxy](#)

Please note, if the Chairman of the Meeting is appointed as your Proxy (or becomes your Proxy by default), the Chairman of the Meeting intends to vote undirected proxies in the manner set out with each resolution, even when the Chairman of the Meeting has a conflict of interest.

If your proxy is a body corporate, please arrange for the body corporate to bring an executed [Appointment of Corporate Representative Form](#) to the meeting.

If you wish to appoint multiple proxies please fill in the proxy form attached to your notice of meeting.

[Assign proxy](#)

- To assign an alternative proxy, click **Assign an alternative proxy**. Enter their details, then click **Add proxy**.

Step 1. Assign a proxy

Select the proxy (person/company) that will vote on your behalf:

☐ Chairman

[Assign an alternative proxy](#)

Please note, if the Chairman of the Meeting is appointed as your Proxy (or becomes your Proxy by default), the Chairman of the Meeting intends to vote undirected proxies in the manner set out with each resolution, even when the Chairman of the Meeting has a conflict of interest.

Step 1. Assign a proxy

Select the proxy (person/company) that will vote on your behalf:

☐ Chairman

Add a new proxy

The new proxy is:

☒ An individual ☐ A body corporate

New proxy's name or role:

Their mobile number:

Their email address:

[Add proxy](#)

Then, with the alternative proxy selected, click **Assign proxy**.

Step 1. Assign a proxy

Select the proxy (person/company) that will vote on your behalf:

☐ Chairman

☒ James Neil

[Assign an alternative proxy](#)

Please note, if the Chairman of the Meeting is appointed as your Proxy (or becomes your Proxy by default), the Chairman of the Meeting intends to vote undirected proxies in the manner set out with each resolution, even when the Chairman of the Meeting has a conflict of interest.

If your proxy is a body corporate, please arrange for the body corporate to bring an executed [Appointment of Corporate Representative Form](#) to the meeting.

If you wish to appoint multiple proxies please fill in the proxy form attached to your notice of meeting.

[Assign proxy](#)

3. Direct your votes

- With your proxy assigned, you can **direct your votes**. Select a voting option for each resolution. To clear all voting options, click **Clear vote**.

Step 2. Direct your votes

Resolution 1: Approval of the Financial Statements for FY2021
The audited standalone financial statements of the company for FY2021 to be considered for approval.

Board recommendation: **For**
Chairman's voting intention: **For**

For Against Abstain Leave to Proxy X Clear vote

Resolution 2: To confirm the minutes of the last Annual General Meeting
The minutes of the company AGM for FY2020 to be confirmed.

Board recommendation: **For**
Chairman's voting intention: **For**

For Against Abstain Leave to Proxy X Clear vote

[← Back to meetings](#) [Submit votes](#)

- When you have directed your votes, click **Submit votes** to register your votes.

Step 2. Direct your votes

Resolution 1: Approval of the Financial Statements for FY2021
The audited standalone financial statements of the company for FY2021 to be considered for approval.

Board recommendation: **For**
Chairman's voting intention: **For**

For Against Abstain Leave to Proxy X Clear vote

Resolution 2: To confirm the minutes of the last Annual General Meeting
The minutes of the company AGM for FY2020 to be confirmed.

Board recommendation: **For**
Chairman's voting intention: **For**

For Against Abstain Leave to Proxy X Clear vote

[← Back to meetings](#) [Submit votes](#)

- You may change your vote online up until the online voting cutoff date by returning to the Meeting detail page.

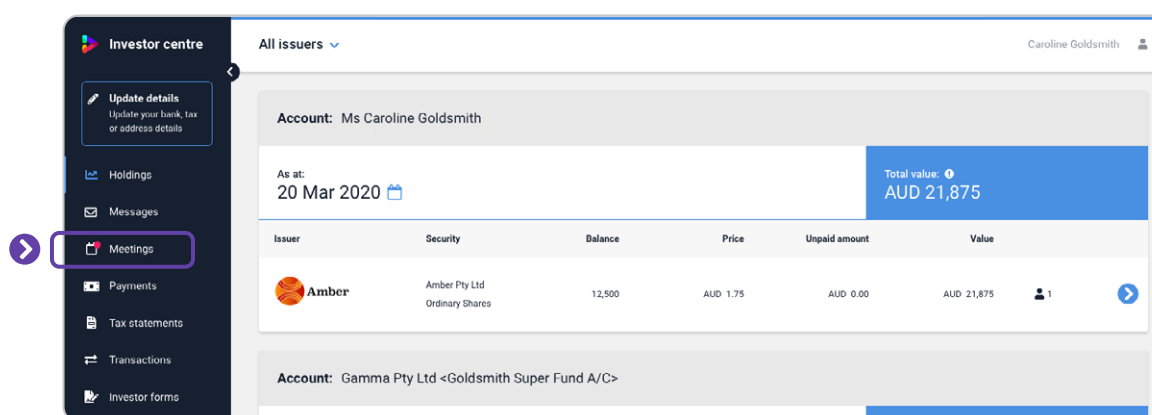
Voting during meeting

Follow these instructions if you are voting online while the meeting is in progress.

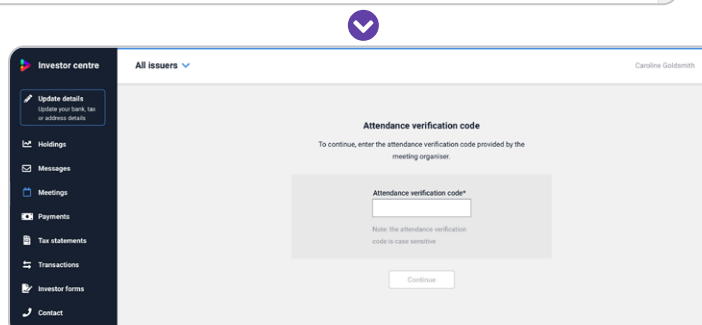
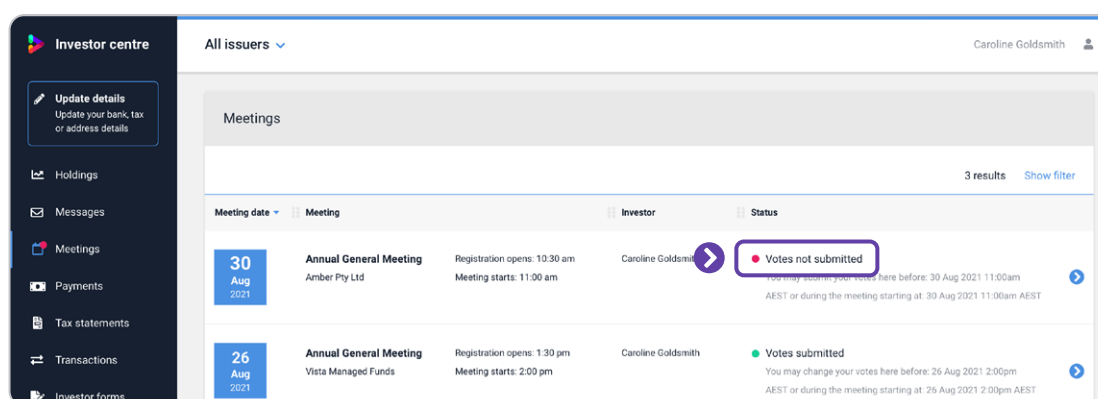
In order to vote you'll need a Registry Direct account. If you do not have one, please contact registry@registrydirect.com.au. State the name of the issuer in the subject line and in the body of the email state the name of the holder and the last five digits of your HIN/SRN.

1. Find the meeting

- Go to <https://www.registrydirect.com.au/login/> and log in using your existing email address and password.
- From the Investor Centre dashboard, click on **Meetings** in the menu. A red dot above the Meetings menu item indicates that you have pending votes to cast.



- From the **Meetings** page, Open meetings that require your vote will also display a red dot in the **Status** column. Click anywhere on the row displaying the meeting to go to the **Attendance verification code** page.



2. Enter the attendance verification code

- During the meeting, the meeting organiser will provide you with an **Attendance verification code**. Enter it on this page and click **Continue**.

The screenshot shows a web interface titled "Attendance verification code". Below the title, it says "To continue, enter the attendance verification code provided by the meeting organiser." There is a text input field labeled "Attendance verification code*" with a placeholder "CODE". Below the input field, a note states "Note: the attendance verification code is case sensitive". At the bottom, there is a green "Continue" button. A purple arrow points to the input field, and another purple arrow points to the "Continue" button.

3. Direct your votes

- Direct your votes** by selecting a voting option for each resolution. To clear all voting options, click **Clear vote**.

The screenshot shows a web interface titled "Direct your votes". It displays two resolutions for voting. Resolution 1 is "Approval of the Financial Statements for FY2021" with the text "The audited standalone financial statements of the company for FY2021 to be considered for approval." Resolution 2 is "To confirm the minutes of the last Annual General Meeting" with the text "The minutes of the company AGM for FY2020 to be confirmed." For each resolution, there are three buttons: "For", "Against", and "Abstain", followed by a "Clear vote" link. To the right of the resolutions, there are two boxes: "Board recommendation: For" and "Chairman's voting intention: For". At the bottom, there is a "Back to meetings" link and a "Submit votes" button. A purple arrow points to the "For" button for Resolution 1.

- When you have directed your votes, click **Submit votes** to register your votes.

This screenshot is identical to the previous one, showing the "Direct your votes" screen. However, the "Submit votes" button at the bottom right is now highlighted with a green border and a purple arrow points to it. The "For" button for Resolution 1 is also highlighted with a green border.

- Online voting will remain open until the meeting organiser has closed each resolution for voting.