

# MINUTES OF 2019 ANNUAL GENERAL MEETING

## DomaCom Limited

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<b>Meeting Date</b>	Wednesday 13 <sup>th</sup> November 2019
<b>Start Time:</b>	11am (AEDT)
<b>Location:</b>	GRANT THORNTON MELBOURNE at Collins Square, Tower 5 – Level 22, 727 Collins Street, Melbourne  GRANT THORNTON SYDNEY by video conference at Level 17, 383 Kent Street, Sydney

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### **Welcome:**

The Chairman welcomed everyone to the 2019 DomaCom Limited (the “Company”) Annual General Meeting and confirmed that a quorum was present. The meeting was declared open at 11.00am. All members of the Board and the Company Secretary were introduced.

### **Agenda 2 - Approval of the Minutes of the Annual General Meeting held on 17 October 2018 and the Extraordinary General Meetings held on 17 April 2019 and 14 August 2019**

The Minutes of the Annual General Meeting held on 17 October 2018 were tabled. The Chairman moved a motion to accept the minutes as a true and accurate record and this was seconded. The Chairman was authorised to sign them for that purpose.

The Minutes of the Extraordinary General Meeting held on 17 April 2019 were tabled. The Chairman moved a motion to accept the minutes as a true and accurate record and this was seconded. The Chairman was authorised to sign them for that purpose.

The Minutes of the Extraordinary General Meeting held on 14 August 2019 were tabled. The Chairman moved a motion to accept the minutes as a true and accurate record and this was seconded. The Chairman was authorised to sign them for that purpose.

### **Agenda 3 - Chairman’s Address to shareholders**

The Chairman’s report was read and accepted.

### **Agenda 4 - CEO’s Address to shareholders**

The CEO’s report was read and accepted.

The Chairman asked if there were any questions. There were no questions.

### **Agenda 5 - Receipt of Reports and Financial Statements**

The Chairman noted that this item requires all shareholders to have received and considered the Directors’ Report and the Financial Report of DomaCom Limited for the year ended 30 June 2019 and the Auditor’s Report in relation to the Financial Report.

The Chairman noted the financial statements are required to be audited and lodged prior to the Annual General Meeting and therefore there is no formal resolution required to be put to the meeting.

The auditors Grant Thornton were represented during the meeting by Mr Michael Cunningham and Mr George Nabbout. There were no questions received from the audience and the Chairman declared the financial statements and directors’ report as duly received and considered at the meeting.

## Agenda 6 - Resolutions

The Chairman introduced the resolutions for approval:

### Resolution 1 – Adoption of Remuneration Report as set out in the Annual Report for 2019

The Chairman explained that under Section 250R(2) of the Corporations Act listed companies are required to put a resolution to their shareholders that the Remuneration Report be adopted. The vote on this resolution is advisory only and will not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies. The Remuneration Report forms part of the Directors' Report and is included in the Annual Report for the financial year ended 30 June 2019 that was distributed to Shareholders prior to this meeting and is also available through the company's public website.

The Chairman noted, given their interest in this resolution, the Board makes no recommendation on Resolution 1.

The Chairman moved the following advisory resolution:

***THAT, the Remuneration Report for the financial year ended 30 June 2019 be adopted.***

The Chairman noted that Company will disregard any votes cast (in any capacity) on this resolution by or on behalf of a member of the Company's key management personnel (KMP), whose remuneration details are included in the Remuneration Report, or any of their Closely Related Parties directly or through a proxy as set out in the Notice of Meeting.

The Chairman asked for a seconder to the resolution. The resolution was seconded. The Chairman asked if there were any questions from the floor on this resolution. There were no questions.

The Chairman advised that the Company had received proxy votes as follows:

In favour		Against		Open		Abstained
Votes	%	Votes	%	Votes	%	Votes
15,524,795	54.31	2,188,169	7.66	10,870,237	38.03	1,155,555

The Chairman noted that where he had been appointed proxy he intended to vote any undirected proxies in favour of the resolution.

The Resolution was passed by simple majority vote on a show of hands.

The Chair was passed to Mr Graeme Billings.

### Resolution 2 – Re-election of Mr Grahame Evans as a Director

The Chairman declared as a member of the Board, Mr Grahame Evans is required to retire by rotation. Mr Evans is eligible and has offered himself for re-election. A brief summary of Mr Evans' experience and qualifications was provided in both the Notice of Meeting and the Company's Annual Report.

The Chairman moved the following ordinary resolution:

***THAT Mr Grahame Evans, who retires by rotation in accordance with the Company's Constitution and is eligible for election, be re-elected as a Director of the Company.***

The Chairman noted that the Company will disregard any votes cast on this resolution by Mr Graham Evans or any of his related parties.

The Chairman asked for a seconder to the resolution. The resolution was seconded. The Chairman asked if there were any questions from the floor on this resolution. There were no questions.

The Chairman advised that the Company had received proxy votes as follows:

In favour		Against		Open		Abstained
Votes	%	Votes	%	Votes	%	Votes
31,777,780	72	536,238	1.21	11,825,792	26.79	1,839,231

The Chairman noted that where he had been appointed proxy he intended to vote any undirected proxies in favour of the resolution.

The Resolution was passed by simple majority vote on a show of hands.

The Chair was passed back to Mr Grahame Evans.

### **Resolution 3 – Re-election of Mr David Archbold as a Director**

The Chairman declared as a member of the Board, Mr David Archbold is required to retire by rotation. Mr Archbold is eligible and has offered himself for re-election. A brief summary of Mr Archbold's experience and qualifications was provided in both the Notice of Meeting and the Company's Annual Report.

The Chairman moved the following ordinary resolution:

***THAT Mr David Archbold, who retires by rotation in accordance with the Company's Constitution and is eligible for election, be re-elected as a Director of the Company.***

The Chairman noted that the Company will disregard any votes cast on this resolution by Mr David Archbold or any of his related parties.

The Chairman asked for a seconder to the resolution. The resolution was seconded. The Chairman asked if there were any questions from the floor on this resolution. There were no questions. The Chairman advised that the Company had received proxy votes as follows:

In favour		Against		Open		Abstained
Votes	%	Votes	%	Votes	%	Votes
29,469,616	66.77	2,844,402	6.44	11,825,792	26.79	1,839,231

The Chairman noted that where he had been appointed proxy he intended to vote any undirected proxies in favour of the resolution.

The Resolution was passed by simple majority vote on a show of hands.

### **Resolution 4 – Election of Mr George Paxton as a Director**

The Chairman declared that Mr George Paxton was appointed as a Director of DomaCom Limited on 27 September 2019. He is also a Director of HALO Investment Co Pty Limited that became a significant investor in DomaCom Limited through the private placements that took place in September and October 2019. A summary of Mr Paxton's experience and qualifications were incorporated into the Notice of Meeting.

The Chairman moved the following ordinary resolution:

***THAT Mr George Paxton, who was appointed to the board by the directors on 27th September 2019 in accordance with the Company's Constitution and is eligible for election, be elected as a Director of the Company.***

The Chairman noted that the Company will disregard any votes cast on this resolution by Mr George Paxton or any of his related parties.

The Chairman asked for a seconder to the resolution. The resolution was seconded. The Chairman asked if there were any questions from the floor on this resolution. There were no questions. The Chairman advised that the Company had received proxy votes as follows:

In favour		Against		Open		Abstained
Votes	%	Votes	%	Votes	%	Votes
31,789,780	72.02	524,238	1.19	11,825,792	26.79	1,839,231

The Chairman noted that where he had been appointed proxy he intended to vote any undirected proxies in favour of the resolution.

The Resolution was passed by simple majority vote on a show of hands.

#### **Resolution 5 – Election of Mr Matthew Roberts as a Director**

The Chairman declared that Mr Matthew Roberts was appointed as a Director of DomaCom Limited on 27 September 2019. He is also a Director of and majority shareholder of HALO Technologies Co Pty Ltd that became a significant investor in DomaCom Limited through the private placements that took place in September and October 2019. A summary of Mr Robert's experience and qualifications were incorporated into the Notice of Meeting.

The Chairman moved the following ordinary resolution:

***THAT Mr Matthew Roberts, who was appointed to the board by the directors on 27th September 2019 in accordance with the Company's Constitution and is eligible for election, be elected as a Director of the Company.***

The Chairman noted that the Company will disregard any votes cast on this resolution by Mr Matthew Roberts or any of his related parties.

The Chairman asked for a seconder to the resolution. The resolution was seconded. The Chairman asked if there were any questions from the floor on this resolution. There were no questions. The Chairman advised that the Company had received proxy votes as follows:

In favour		Against		Open		Abstained
Votes	%	Votes	%	Votes	%	Votes
32,039,780	72.59	274,238	0.62	11,825,792	26.79	1,839,231

The Chairman noted that where he had been appointed proxy he intended to vote any undirected proxies in favour of the resolution.

The Resolution was passed by simple majority vote on a show of hands.

#### **Resolution 6 – Subsequent approval for the previous issue of 16,172,507 Ordinary Shares**

The Chairman moved the following ordinary resolution:

***That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, shareholders ratify and approve the previous issue, in reliance on Listing Rule 7.1A, of a total of 16,172,507 Ordinary Shares on 13 September 2019 under a placement to an institutional investor at an issue price of \$0.0742 per Share, in which the Company raised a total of \$1,200,000 on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.***

The Chairman noted that the Company will disregard any votes cast in favour of this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman asked for a seconder to the resolution. The resolution was seconded.

The Chairman asked if there were any questions from the floor on this resolution. There were no questions. The Chairman advised that the Company had received proxy votes as follows:

In favour		Against		Open		Abstained
Votes	%	Votes	%	Votes	%	Votes
34,216,566	75.2	412,238	0.91	10,870,237	23.89	480,000

The Chairman noted that where he had been appointed proxy he intended to vote any undirected proxies in favour of the resolution.

The Resolution was passed by simple majority vote on a show of hands.

#### **Resolution 7 – Subsequent approval for the previous issue of 24,258,760 Ordinary Shares**

The Chairman moved the following ordinary resolution:

***That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, shareholders ratify and approve the previous issue, in reliance on Listing Rule 7.1, of a total of 24,258,760 Ordinary Shares on 30 September 2019 under a placement to an institutional investor at an issue price of \$0.0742 per Share, in which the Company raised a total of \$1,800,000 on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.***

The Chairman noted that the Company will disregard any votes cast in favour of this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman asked for a seconder to the resolution. The resolution was seconded.

The Chairman asked if there were any questions from the floor on this resolution. There were no questions. The Chairman advised that the Company had received proxy votes as follows:

In favour		Against		Open		Abstained
Votes	%	Votes	%	Votes	%	Votes
34,216,566	75.2	412,238	0.91	10,870,237	23.89	480,000

The Chairman noted that where he had been appointed proxy he intended to vote any undirected proxies in favour of the resolution.

The Resolution was passed by simple majority vote on a show of hands.

#### **Resolution 8 – Approval of 10% Placement Capacity**

The Chairman moved the following special resolution:

***That for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the Shares on issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Notes***

The Chairman noted that the Company will disregard any votes cast in favour of this Resolution by any person who may participate in the issue of Equity Securities under Resolution 8 and any person who might obtain benefit, except a benefit solely in the capacity of a holder of ordinary securities in the Company, if Resolution 8 is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form, or, it is cast by the person chairing the meeting as

proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman asked for a seconder to the resolution. The resolution was seconded. The Chairman asked if there were any questions from the floor on this resolution. There were no questions. The Chairman advised that the Company had received proxy votes as follows:

<b>In favour</b>		<b>Against</b>		<b>Open</b>		<b>Abstained</b>
<b>Votes</b>	<b>%</b>	<b>Votes</b>	<b>%</b>	<b>Votes</b>	<b>%</b>	<b>Votes</b>
34,441,149	75.69	175,655	0.39	10,882,237	23.92	480,000

The Chairman noted that where he had been appointed proxy he intended to vote any undirected proxies in favour of the resolution.

The Resolution was passed by simple majority vote on a show of hands.

#### **Agenda 7 – Any other business**

The Chairman thanked Grant Thornton for the use of their Offices for the Meeting.

There being no further business, the meeting was closed at 12.03pm AEDT.

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**Signed by the Chairman as a true and complete record.**

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