



V E R T U A

Vertua Limited

ACN 108 076 295

NOTICE OF 2020 ANNUAL GENERAL MEETING and EXPLANATORY STATEMENT

Date and Time of Meeting

Wednesday, 30 September 2020 at 10:00 am (AEST)

Venue

Level 5, 97 Pacific Highway
North Sydney NSW 2060

These documents should be read in their entirety.

If Shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser.

NOTICE OF 2020 ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Vertua Limited ACN 108 076 295 (the **Company**) will be held on Wednesday, 30 September 2020 at 10:00 am (AEST) at Level 5, 97 Pacific Highway, North Sydney NSW 2060 (the **Meeting**).

Due to the rapidly evolving COVID-19 and various state and federal restrictions, the Company encourages shareholders to consider lodging a directed proxy in advance of the meeting in lieu of planning to attend the Meeting in person..

If a shareholder still wishes to attend the Meeting in person, the Company requires that they pre-confirm their attendance by emailing the Company at olga@vertua.com.au by no later than Wednesday 23 September 2020.

Shareholders should monitor Vertua's website (www.vertua.com.au) and NSX announcements for any updates about the Meeting. The proposed venue for the Meeting has a limited capacity and in order to adhere to social distancing rules the venue may need to change should more shareholders register there intent to physically attend. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, we will make further information available via the NSX at nsx.com.au (stock code: VERA) and on our website at www.vertua.com.au.

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting (the **Notice**) describes in more detail the matters to be considered at the Meeting.

Please refer to the Explanatory Statement accompanying this Notice for a glossary of terms used in this Notice and the Explanatory Statement. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

ORDINARY BUSINESS

1. Item 1: Financial statements and reports

To receive and consider the Annual Report of the Company for the financial year ended 31 March 2020, which includes the financial statements of the Company, the Directors' Report and the Auditor's Report.

2. Resolution 1: Remuneration report

To consider and, if thought fit, pass the following advisory resolution:

"That, for the purposes of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Company adopts the Remuneration Report for the financial year ended 31 March 2020 included in the Directors' Report of the Company for that year."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1 (in any capacity) by, or on behalf of, the following persons:

- (a) a member of the key management personnel (**KMP**) details of whose remuneration are included in the 2020 Remuneration Report; or
- (b) a closely related party (as that term is defined in the *Corporations Act 2001*) (such as close family members of any controlled companies) (**Closely Related Party**) of such a member of the KMP.

However, the Company will not disregard the vote if it is cast as a proxy for a person who is entitled to vote and:

- (a) the proxy appointment is in writing and specifies the way the proxy is to vote on the Resolution; or

- (b) the vote is cast by the person chairing the Meeting and the appointment:
- (i) does not specify the way the proxy is to vote; and
 - (ii) expressly authorises the chairman of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Note: under section 250R(3) of the *Corporations Act 2001*, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. Resolution 2: Re-election of Director and Chairman– Mr Chris Bregenhoj

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

"That Mr Chris Bregenhoj, who retires by rotation in accordance with rule 12.9 of the Constitution of the Company, and being eligible, offers himself for re-election as a Director, be re-elected as a Director and be appointed chairman of the Company effective at the close of this meeting."

Voting exclusion statement

All Shareholders may vote on this Resolution.

SPECIAL BUSINESS

4. Resolution 3: Appointment of Auditor

To consider and, if thought fit, to pass with or without amendment the following, as a special resolution:

"Subject to the Australian Securities and Investments Commission having given its consent to the resignation of William Buck auditor of the Company, and in accordance with section 327B of the Corporations Act and for all other purposes, LNP Audit and Assurance Pty Ltd ABN: 65 155 188 837, having been nominated by a Shareholder and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company on the terms and conditions in the Explanatory Memorandum."

BY ORDER OF THE BOARD



Christopher Bregenhoj
Chairman
31 August 2020

IMPORTANT INFORMATION

Voting entitlement

For the purpose of regulation 7.11.37 of the *Corporations Regulations 2001*, the Directors have determined that the shareholding of each Shareholder for the purposes of ascertaining their voting entitlements for the Meeting will be as it appears on the Company's Share Register at 7:00 pm (AEST) on Monday, 28 September 2020 (the **Entitlement Time**).

Accordingly, only those persons registered as holders of Shares at the Entitlement Time will be entitled to attend and vote at the Meeting as Shareholders.

Transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the Meeting.

Required majorities

In accordance with the *Corporations Act 2001*, for the Resolutions to be effective:

- the Resolutions must be passed at a meeting of which not less than 28 days' written notice has been given; and
- in the case of an ordinary resolution, the Resolution must be passed by more than 50% of the votes cast by Shareholders present and entitled to vote on the resolution, whether in person or by proxy, attorney or representative; and
- in the case of a special resolution, the Resolution must be passed by at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution, whether in person or by proxy, attorney or representative.

On a show of hands every Shareholder has one vote, and on a poll, every Shareholder has one vote for each Share held.

Appointment of proxies

- (a) A Proxy Form accompanies this Notice.
- (b) A Shareholder entitled to attend and vote at the Meeting has the right to appoint a proxy.
- (c) A proxy need not be a Shareholder of the Company.
- (d) Where more than one proxy is appointed by a Shareholder who is entitled to do so, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.
- (e) To be valid, the proxy form must be received by the share registrar of the Company, Link Market Services Limited, by no later than 10:00 am (AEST) on Monday, 28 September 2020.

The proxy form can be sent to Link Market Services:

By post: Vertua Limited
c/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

Online: Login to www.linkmarketservices.com.au using the holding details as shown on the proxy form. Select "Voting" and follow the prompts to lodge your vote. Shareholders will need their Security holder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form.

Enquiries

All enquiries in relation to the Meeting, the Notice or the Explanatory Statement should be directed to the Olga Shtifelman, on +61 2 8624 6179.

EXPLANATORY STATEMENT

IMPORTANT INFORMATION

This Explanatory Statement has been prepared for the information of Shareholders of Vertua Limited ACN 108 076 295 (the **Company**) in connection with the Resolutions and other business to be considered at the Annual General Meeting of Shareholders convened to be held at the Company's offices on Wednesday, 30 September 2020 at 10:00 am (AEST) at Level 5, 97 Pacific Highway, North Sydney NSW 2060 (the **Meeting**).

This Explanatory Statement has been prepared for the benefit of Shareholders in accordance with the applicable provisions of the NSX Listing Rules and the *Corporations Act 2001* to provide them with sufficient information to ensure that they are informed of all substantial matters relevant to the Resolutions and other business proposed to be considered at the Meeting as notified in the accompanying Notice of Annual General Meeting (the **Notice**).

Shareholders should read this Explanatory Statement in full. Its individual sections do not give a comprehensive review of the Resolutions. Further, this Explanatory Statement should be read in conjunction with the Notice and the Glossary that appears at the end of this Explanatory Statement, where various terms used in both the Notice and this Explanatory Statement are defined. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

If you are in any doubt about what to do in relation to the Resolutions or any other business contemplated in the Notice and Explanatory Statement, you should seek advice from an accountant, solicitor or other professional adviser.

INTRODUCTION

The Meeting is being held so that:

- (a) the Directors can table the financial statements and reports of the Company, and the report of the Company's auditor, for the financial year ended 31 March 2020;
- (b) Shareholders can vote on the re-election of a Director who is retiring by rotation;
- (c) Shareholders can vote for the removal of William Buck as auditors of the Company; and
- (d) Shareholders can vote for the appointment of LNP Audit and Assurance Pty Ltd as auditors of the Company.

This is known as the ordinary business of the Meeting.

ORDINARY BUSINESS

1. ITEM 1: FINANCIAL STATEMENTS AND REPORTS

1.1 Background to Item 1

The *Corporations Act 2001* and the Constitution of the Company require the financial statements, Directors' Report (including the remuneration report) and Auditor's Report for the financial year ended 31 March 2020 to be tabled at the Meeting, and the Constitution of the Company provides for these statements and reports to be received and considered at the Meeting.

1.2 *Corporations Act 2001* requirements

Neither the *Corporations Act 2001* nor the Constitution of the Company requires a vote of Shareholders at the Meeting on such statements and reports.

However, the Meeting provides a forum for Shareholders to ask questions and make comments on the Company's financial statements and reports and on the business operations of the Company for the financial year ended 31 March 2020.

In addition, in accordance with section 250T of the *Corporations Act 2001*, a representative of the Company's auditor is required to attend the Meeting.

Shareholders may ask the auditor's representative questions at the Meeting on the following matters:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in its conduct of the audit.

Shareholders may submit written questions to the auditor on the above items. Any written questions to the auditor must be submitted to the Company by no later than 4:00 pm on the fifth business day before the date of the Meeting, i.e. by 4:00 pm on Wednesday, 23 September 2020.

2. RESOLUTION 1 - REMUNERATION REPORT

2.1 Shareholder approval

Pursuant to section 250R(2) of the *Corporations Act 2001*, the Directors are seeking the approval of Shareholders to adopt the Remuneration Report for the financial year ended 31 March 2020, by way of an advisory resolution.

2.2 *Corporations Act 2001* requirements

The Remuneration Report sets out the Company's remuneration policy and reports the remuneration arrangements in place for the Executive and Non-Executive Directors of the Company and certain executives whose remuneration arrangements are required to be disclosed.

The Remuneration Report forms part of the Directors' Report, which is contained in the Annual Report of the Company for the financial year ended 31 March 2020.

Section 250R(3) of the *Corporations Act 2001* requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to a vote.

However, pursuant to section 250R(3) of the *Corporations Act 2001*, the vote on the resolution is advisory only and does not bind the Directors or the Company.

Notwithstanding this, the Directors will take into account the discussion on this item and the outcome of this vote when considering future remuneration arrangements of the Company, particularly in light of the obligations of the Directors pursuant to Division 9 of Part 2G.2 of the *Corporations Act 2001*.

Additionally, section 250SA of the *Corporations Act 2001* requires that a reasonable opportunity be allowed to Shareholders at the Meeting to ask questions about, or make comments on, the Remuneration Report.

Furthermore, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Meeting, the Company is required to put to Shareholders at the Company's 2021 Annual General Meeting a resolution (**a Spill Resolution**) proposing the calling of another general meeting (**a Spill Meeting**) to consider the appointment of Directors of the Company. However, a Spill Resolution will only be put to the vote at the Company's 2021 Annual General Meeting if at least 25% of votes are also cast against the adoption of the 2021 Remuneration Report at the 2021 Annual General Meeting.

If a Spill Resolution is put to vote at the Company's 2021 Annual General Meeting, and more than 50% of Shareholders vote in favour of the Spill Resolution, the Company is required to convene a Spill Meeting within 90 days of the Company's 2021 Annual General Meeting. All of the Directors who were in office when the Company's 2021 Directors' Report was approved, other than the Managing Director of the Company, would cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

At the Company's 2019 Annual General Meeting, less than 25% of votes cast were against the 2019 remuneration report and a spill resolution is not, therefore, relevant for this Annual General Meeting.

3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR – MR Christopher Bregenhoj

3.1 Shareholder approval

In accordance with rule 12.9 of the Constitution of the Company, Mr Christopher Bregenhoj is retiring as a Director of the Company by rotation, and seeks re-election as a Director.

3.2 Company Constitution requirements

Rule 12.9 of the Constitution requires that one-third of the Directors of the Company, other than the Managing Director and those retiring having filled a casual vacancy, retire at each annual general meeting of the Company. Rule 12.9 requires that the Directors who retire pursuant to the rule are those who have held office the longest since being elected or appointed.

Mr Bregenhoj is a qualified chartered accountant with over 40 years' experience in the investment banking and private equity sectors, both in Australia and Hong Kong. Mr Bregenhoj was an executive director and responsible for corporate acquisitions and the in-house legal division of what is now oOh!Media, acquired by CHAMP Private Equity in 2012 for \$166 million. In 2012, Mr Bregenhoj entered into a joint venture to acquire and redevelop the Astonia property on Lavender Bay. The six house-sized apartments in this development sold for \$44.6 million and set a Lower North Shore (Sydney) record. Mr Bregenhoj currently serves as the chairman of the Company and of other investment and property development companies.

3.3 Recommendation

The Directors, apart from Mr Bregenhoj, unanimously recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 –Appointment of Auditor

4.1 Shareholder approval

Resolution 3 relates to the appointment of LNP Audit and Assurance Pty Ltd (**LNP Audit**) (www.lnpaudit.com.au) as the auditor of the Company.

Under section 329(5) of the *Corporations Act 2001*, William Buck, who is the Company's current auditor, has given notice of its intention to resign as auditor of the Company to ASIC.

Under section 329(5) of the *Corporations Act 2001*, William Buck has also applied to ASIC for consent to resign from the office of auditor of the Company.

Under section 328(B)(a) of the *Corporations Act 2001*, a notice for the nomination of LNP Audit as auditor was received by the Company from Manning Capital Holdings, being a member of the Company on 17 August 2020. A copy of the notice is annexed as Annexure A.

LNP Audit has provided its consent by way of written notice to the Company to act as auditor of the company.

In accordance with section 327(B)(1)(b) of the *Corporations Act 2001*, if ASIC has given its consent for the current auditor to resign as auditor of the Company, then a new auditor must be appointed by the Company

4.2 Recommendation

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

4.3 Voting exclusion statement

All Shareholders may vote on this resolution.

GLOSSARY

In this Explanatory Statement the following terms have the meaning set out below:

ACN	Australian Company Number.
AEST	Australian Eastern Standard Time.
ASIC	Australian Securities and Investments Commission.
Company	Vertua Limited ACN 108 076 295 of Level 5, 97 Pacific Highway, North Sydney, New South Wales 2060.
Directors and Board	The directors of the Company as at the date of the Notice and Explanatory Statement.
Entitlement Time	7:00 pm (AEST) on Monday, 28 September 2020.
Explanatory Statement	The Explanatory Statement accompanying the Notice.
Group	The Company and its controlled entities.
Investments	Vertua Investments Ltd ACN 101 816 353
Meeting	The Annual General Meeting of the Company convened to be held on Wednesday, 30 September 2020 at 10:00 am (AEST) at the Company's offices, Level 5, 97 Pacific Highway, North Sydney, New South Wales 2060.
Notice	The notice convening the 2020 Annual General Meeting of Shareholders of the Company.
NSX	National Stock Exchange of Australia Limited ACN 000 902 063 and the financial market of which it operates of Level 3, 1 Bligh Street, Sydney, New South Wales 2000.
NSX Listing Rules	The official listing rules of NSX and any other rules of NSX which are applicable while the Company is admitted to the official list of NSX, each as amended or replaced from time to time, except to the extent of any express written waiver by NSX.
Remuneration Report	The remuneration report of the Company, included in the Directors' Report for the financial year ended 31 March 2020.
Resolutions	The resolutions the subject of the Notice.
Share	A fully paid A Class share in the capital of the Company.
Shareholder(s)	A person or company registered in the register of members of the Company as the holder of one or more Shares as at the Entitlement Time.
Spill Resolution	The resolution required by the <i>Corporations Act 2001</i> to be put to Shareholders at the 2021 Annual General Meeting of the Company proposing the calling of a Spill Meeting to consider the appointment of Directors of the Company.
Spill Meeting	The general meeting of Shareholders required to be convened by the Company within 90 days of the Company's 2021 Annual General Meeting pursuant to the <i>Corporations Act 2001</i> following the approval of a Spill Resolution by more than 50% of Shareholders.
Vertua	The Company.



VERTUA

Vertua Limited
ACN 108 076 295

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Vertua 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
1A Homebush Bay Drive, Rhodes NSW 2138

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Vertua Limited and entitled to attend 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 of the person or body corporate you are appointing as your proxy

STEP 1

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 (AEST) on Wednesday, 30 September 2020 at Level 5, 97 Pacific Highway, North Sydney NSW 2060** (the Meeting) and at any postponement or adjournment of the 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

STEP 2

Resolutions

For Against Abstain*

1 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director and Chairman– Mr Chris Bregenhoj	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Auditor	<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 show of hands or 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).

STEP 3

VER PRX2001C



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 attend 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:

- (a) 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
- (b) 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 the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of 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 (AEST) on Monday, 28 September 2020**, 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) as shown on the front of the Proxy Form).



BY MAIL

Vertua 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*
1A Homebush Bay Drive
Rhodes NSW 2138

* in business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**