

**Clime Private Limited
(ACN 614 090 309)****NOTICE OF VIRTUAL ANNUAL GENERAL MEETING**

Notice is given that the virtual Annual General Meeting (**AGM**) of Shareholders of Clime Private Limited (**Clime** or the **Company**) will be held online as a virtual meeting accessible at

<http://web.lumiagm.com/318465694> at:

10:00 am (AEDT) on Thursday, 17 December 2020

In light of the restrictions on public gatherings and in line with temporary amendments to the *Corporations Act 2001* (Cth) (**Corporations Act**) in response to the coronavirus pandemic, Shareholders of the Company will be able to attend this year's Annual General Meeting virtually and will be able to participate in the Annual General Meeting online accessible at <http://web.lumiagm.com/318465694>. You will need a desktop or mobile / tablet device with internet access when you log onto the online platform on the day of the Annual General Meeting.

Terms used but not defined in this document have the meaning given to them in the Glossary on page 9.

The Company is pleased to provide Shareholders with the opportunity to participate in the Annual General Meeting electronically through an online platform. Further information on how to participate in the Annual General Meeting electronically is set out in this Notice of Annual General Meeting (**Notice**). The Directors of the Company encourage Shareholders to participate in the Annual General Meeting via the online platform. While Shareholders will be able to vote online during the Annual General Meeting, Shareholders are encouraged to lodge a Proxy Form ahead of the Annual General Meeting, even if they intend to participate in the Annual General Meeting online. If you are unable to attend the Annual General Meeting, you may wish to appoint a proxy by completing and returning the Proxy Form enclosed with this Notice.

Shareholders and proxyholders will have the ability to ask questions during the Annual General Meeting via the online platform, and to hear all of the discussion, subject to connectivity of their device.

Shareholder / proxyholder participation (as relevant) in the Annual General Meeting is possible by:

- online voting;
- appointment of a proxy; and
- submission of questions to the Company's share registry provider in advance of the Annual General Meeting.

As noted above, due to current circumstances relating to COVID-19 and associated government-imposed restrictions and recommendations on physical gatherings, there will be no physical meeting where Shareholders and proxies can attend in person.

Copies of the presentations given at the Annual General Meeting and the results of the Annual General Meeting will be announced and placed on the Company's website at <https://clime.com.au/clime-private-limited/>. The presentations to delivered at the Annual General Meeting will be available immediately prior to the Annual General Meeting with the results of the Annual General Meeting being available following the Annual General Meeting.

Clime Private Limited

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ACCESSING NOTICE OF ANNUAL GENERAL MEETING MATERIALS

In accordance with section 5(1)(f) of the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020* made by the Commonwealth Treasurer on 21 September 2020, this Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://clime.com.au/clime-private-limited/>.

HOW CAN SHAREHOLDERS ACCESS THE ANNUAL GENERAL MEETING?

The Company understands and respects the importance of the AGM to Shareholders, however, the health and safety of Shareholders, employees and the broader community is of overriding importance. Accordingly, Shareholders and proxy holders will be able to participate in the AGM online:

- (a) From their computer, by entering the URL into their browser: <http://web.lumiagm.com/318465694>
- (b) From their mobile device by either entering the URL in their browser: <http://web.lumiagm.com/318465694> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the AGM online or through the app, you can log in to the meeting by entering:

- (a) Your username, which is your Voting Access Code (VAC), which can be located on the first page of your Proxy Form or Notice of Annual General Meeting email.
- (b) Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
- (c) If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760.

Attending the AGM online enables shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the AGM is in progress.

More information regarding participating in the AGM online can be found at the end of this Notice of Annual General Meeting.

Online registration will open at 9:00 am (AEDT time) on Thursday, 17 December 2020 (one hour before the AGM).

The meeting ID is 318-465-694.

Listen-only telephone facility

For those who choose to dial into the AGM, the numbers are provided below (conference ID 857 3005 3332).

Topic: Clime Private Limited AGM

Time: Dec 17, 2020 09:00 AM Canberra, Melbourne, Sydney

Join Zoom Meeting

<https://us02web.zoom.us/j/85730053332>

Meeting ID: 857 3005 3332

One tap mobile

+61861193900,,85730053332# Australia

+61871501149,,85730053332# Australia

Dial by your location

+61 2 8015 6011 Australia

+61 8 6119 3900 Australia

+61 8 7150 1149 Australia

+61 3 7018 2005 Australia

+61 7 3185 3730 Australia

HOW CAN SHAREHOLDERS ASK QUESTIONS AT THE ANNUAL GENERAL MEETING?

In accordance with the Corporations Act and the Company's policy, reasonable opportunity will be provided to Shareholders during the AGM to:

- (a) ask questions about or make comments on the management or performance of the Company; and
- (b) ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

A Shareholder may also submit a written question to the Company's auditor, Pitcher Partners, in relation to the content of the auditor's report or the conduct of the audit in relation to the annual financial report for the year ended 30 June 2020. Questions must be submitted to the Company no later than 5:00pm (AEDT) on Thursday, 10 December 2020 and can be submitted to the Company at companysecretary@clime.com.au or sent to:

Clime Private Limited
C/- Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

The questions submitted will be immediately forwarded to Pitcher Partners who will answer these questions at the AGM.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. The Company will attempt to address the more frequently asked questions in the Chairman's address to the AGM.

Written questions must be received by the Company or Boardroom Pty Limited by 5.00pm (AEDT) on Thursday, 10 December 2020, and can be submitted by email or mail as outlined above.

SUBMITTING VOTES PRIOR TO THE AGM

If Shareholders or proxy holders do not wish to vote online during the AGM, they may submit their votes by proxy before the AGM at <https://www.votingonline.com.au/climeprivateagm2020>.

The deadline for submitting votes by this method and for appointing proxies for the AGM is 10:00 am (AEDT time) on Tuesday, 15 December 2020.

If a Shareholder has voted prior to the AGM, but wishes to view the live webcast, they can visit <http://web.lumiagm.com/318465694>, or use the Lumi app, as described earlier.

BUSINESS TO BE CONSIDERED AT THE ANNUAL GENERAL MEETING

The business to be considered at the AGM is set out below. The Explanatory Memorandum and Proxy Form which accompany, and form part of this Notice describe in more detail the matters to be considered at the AGM. Please consider this Notice, the Explanatory Memorandum and the Proxy Form in their entirety.

Business

A. Consideration of Financial Statements and Reports

To receive and consider the Company's annual financial report, directors' report and auditor's report as set out in the Company's Annual Report for the period ended 30 June 2020.

B. Items for shareholder approval

1. Confirmation of appointment of Neil Schafer as a Director.

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

"That the appointment of Mr. Neil Schafer, who was appointed as a Director of the Company by the other Directors since the last annual general meeting, be confirmed at this AGM in accordance with the Company's Constitution."

Without limitation, rule 6(3) of the Company's Constitution is relevant to this resolution.

2. Confirmation of appointment of Peter Beaumont as a Director.

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

"That the appointment of Mr Peter Beaumont, who was appointed as a Director of the Company by the other Directors since the last annual general meeting, be confirmed at this AGM in accordance with the Company's Constitution."

Without limitation, rule 6(3) of the Company's Constitution is relevant to this resolution.

Other business

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

Other information

An Explanatory Memorandum accompanies and forms part of this Notice of Annual General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the AGM should consult their financial or legal adviser for assistance.

All resolutions at the Annual General Meeting will be conducted on a poll

As Shareholders are asked to participate virtually in the AGM, each resolution considered at the AGM will be conducted by a poll. Shareholders and proxyholders' votes may be given by online voting poll while the AGM is in progress (as described above) or Shareholders may vote by proxy prior to the AGM in accordance with the instructions provided on the Proxy Form, further details of which are set out below. The Board considers voting by poll to be in the interests of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the AGM.

Voting by proxy

Any Shareholder entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this AGM.

Broadly:

- (a) if proxyholders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chairman of the AGM, who must vote the proxies as directed.

You should seek professional advice if you need any further information on this issue.

In accordance with section 249L of the Corporations Act, Shareholders are advised of the following:

- (a) a Shareholder entitled to attend and vote at the AGM has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a representative of a body corporate;
- (b) a Shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes; and
- (c) if an appointed proxy is not also the Chairman of the AGM, the proxy need not vote on a poll, however if the proxy does vote on a poll the proxy must vote as directed by the Shareholder. Where a poll is conducted and the proxyholder does not vote, the proxy appointment defaults to the Chairman of the AGM to vote as directed. If the appointed proxy is the Chairman of the AGM, the proxy must vote on a poll in the manner directed by the Shareholder.

Proxies must be:

- (a) lodged online; or
- (b) lodged at the Company's share registry, Boardroom Pty Limited; or
- (c) faxed to the fax number specified below,

not later than 10.00am (AEDT) on Tuesday, 15 December 2020.

Online <https://www.votingonline.com.au/climeprivateagm2020>

Address (hand deliveries): Boardroom Pty Limited,
Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000

Address (postal deliveries): Boardroom Pty Limited, GPO Box 3993, Sydney, NSW 2001

Fax number for lodgement: (02) 9290 9655

The Proxy Form accompanies this Notice of Annual General Meeting. Please read all instructions carefully before completing the Proxy Form.

Proxies participating in the virtual AGM will need to contact Boardroom up to 24 hours prior to the AGM on 1300 737 760 to obtain their login details and password. Proxies are asked to log in online 15 minutes prior to the time designated for the commencement of the AGM.

Proxy Form

A Proxy Form has been enclosed with this Notice. Please read all instructions carefully prior to completing the Proxy Form.

Undirected Proxies

The Chairman of the AGM intends to vote undirected proxies (where he has been appropriately authorised) in favour of the resolutions to be considered at the AGM, to the extent permitted by law. If a Shareholder appoints the Chairman of the AGM as their proxy, expressly or by default, and they do not direct the Chairman how to vote on a resolution, by completing and returning the Proxy Form they will be expressly authorising the Chairman of the Meeting to exercise the proxy and vote as the Chairman sees fit on a resolution.

Voting by attorney

A Shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the AGM, the instrument effecting the appointment (or a certified copy of it) must be received by the Company no later than 10:00 am (AEDT time) on Tuesday, 15 December 2020.

Corporate representatives

A body corporate that is a Shareholder, or that has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements of section 250D of the Corporations Act. Written notice of the appointment, including any authority under which it is signed, must be provided to the Company no later than 10:00 am (AEDT time) on Tuesday, 15 December 2020, unless it has previously been given to the Company.

Entitlement to vote

The Company has determined that for the purposes of the AGM all shares will be taken to be held by the persons who held them as registered Shareholders at 7.00pm (AEDT) on Tuesday, 15 December 2020. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Scrutineer

The Company's registrar, Boardroom Pty Limited will act as scrutineer for the poll conducted at the AGM.

Virtual participation in the Annual General Meeting

Consistent with the temporary modifications to the Corporations Act introduced by the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020*, the Board has determined to conduct the AGM as a virtual meeting and that Shareholders will have the opportunity to participate in the AGM by electronic means through an online platform available at <http://web.lumiagm.com/318465694>. There will be no physical meeting where shareholders or proxies can attend the AGM in person.

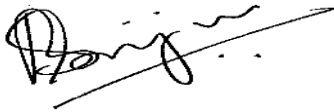
To participate in the AGM virtually you will need a desktop or mobile/tablet device with internet access. When you log onto the AGM platform on the afternoon of the AGM, you will need to provide your Voting Access Code (VAC) and your Post Code to be verified as a Shareholder or proxyholder.

Proxyholders participating in the virtual AGM will need to contact Boardroom up to 24 hours prior to the AGM on 1300 737 760 to obtain their login details and password.

If you intend to use the online AGM platform, we recommend that you test to see that it works on your device before the AGM commencement at 10:00 am (AEDT).

If you choose to participate in the AGM, you will be able to view the AGM live, lodge a direct vote in real time and ask questions online. Shareholders participating in the AGM using the online platform will be able to cast votes and ask questions 30 minutes prior to commencement of the AGM (10:00 am AEDT on Thursday, 17 December 2020) and the closure of voting as announced by the Chairman during the AGM.

By order of the Board



Biju Vikraman
Company Secretary

**Clime Private Limited
(ACN 614 090 309)****Explanatory Memorandum**

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Clime Private Limited (**Clime**) at the Virtual Annual General Meeting to be held commencing at 10.00 am (AEDT) on Thursday, 17 December 2020.

Financial statements and reports

Under Section 317 of the Corporations Act, Clime is required to lay its financial report, directors' report and auditor's report as set out in the Company's Annual Report, before its Shareholders at this AGM. The financial report, directors' report and auditor's report are submitted for Shareholders' consideration and discussion at this AGM as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the reports they wish to discuss.

Resolution 1 - Confirmation of appointment of Mr. Neil Schafer as a Director

Mr Schafer was appointed as Director of the Company by the other Directors since the last annual general meeting of the Company held on 27 November 2019. Rule 6(3) of the Company's Constitution provides that if a person is appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next annual general meeting. If the appointment is not confirmed, the person ceases to be a director of the company at the end of the annual general meeting. As such, Mr. Schafer seeks confirmation of his appointment at this AGM.

Mr. Schafer has extensive experience in business strategy and execution, investment management and banking and holds a First-Class Honours Degree in Applied Economics from the University of New England.

Resolution 1 provides for the confirmation of appointment of Mr. Neil Schafer as Director of Clime in accordance with Clime's Constitution.

The Directors (excluding Mr. Neil Schafer) unanimously recommend that Shareholders vote in favour of Resolution 1.

Resolution 2 - Confirmation of appointment of Mr. Peter Beaumont as a Director

Mr Beaumont was appointed as Director of the Company by the other Directors since the last annual general meeting of the Company held on 27 November 2019. Rule 6(3) of the Company's Constitution provides that if a person is appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next annual general meeting. If the appointment is not confirmed, the person ceases to be a director of the company at the end of the annual general meeting. As such, Mr. Beaumont seeks confirmation of his appointment at this AGM.

Mr. Beaumont has extensive experience in financial markets, Australian public-private partnerships and consumer fintech lending. He is currently a non-executive director of Clime Investment Management Limited, Chief Commercial Officer with Wisr Limited (ASX:WZR) and a director of related companies. Mr. Beaumont's previous roles include Managing Director of Commodities at Bank of America Merrill Lynch, Executive Director at ABN AMRO Australia and Managing Director with UBS AG.

Mr. Beaumont holds a Bachelor of Science (Hons 1) from the University of Sydney and an MBA from the MIT-Sloan School of Management, Cambridge MA.

Resolution 2 provides for the confirmation of appointment of Mr. Peter Beaumont as Director of Clime in accordance with Clime's Constitution.

The Directors (excluding Mr. Peter Beaumont) unanimously recommend that Shareholders vote in favour of Resolution 2.

Glossary

In this Explanatory Memorandum, and the Notice of Annual General Meeting:

AGM or **Annual General Meeting** means the annual general meeting of the Company the subject of this Notice of meeting scheduled to occur on **Thursday, 17 December 2020**.

Annual Report means the Company's annual financial report, directors' report and auditor's report in respect of the financial year ended 30 June 2020.

Board means the board of directors of the Company.

Clime or the **Company** means Clime Private Limited (ACN 614 090 309).

Constitution means the constitution of the Company as at the commencement of the AGM.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice of Meeting.

Notice means this notice of annual general meeting dated 20 November 2020 and accompanying Explanatory Memorandum.

Shareholder means a holder of a Share.

Share means an ordinary share in the capital of the Company.