



NGE Capital Limited

## **Notice of Annual General Meeting and Explanatory Statement**

*The Annual General Meeting of*

**NGE CAPITAL LIMITED**

*ACN 112 618 238*

*will be held at*

*4:00 pm Melbourne time on 6 May 2024*

*At*

*Clayton Utz*

*Level 18, 333 Collins Street, Melbourne, Victoria 3000*

### **Attendance in person only**

Meeting registration commences at 3:30 pm Melbourne time, 6 May 2024

### **Voting**

Shareholders who cannot attend are encouraged to vote by submitting a Proxy Form in accordance with the instructions given in this Notice of AGM.

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

# NGE CAPITAL LIMITED

ACN 112 618 238

Registered office: Level 4, 100 Albert Road, South Melbourne, Victoria 3205

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (Meeting) of Members of NGE Capital Limited (Company) will be held at 4:00 pm Melbourne time on Monday, 6 May 2024 at the offices of Clayton Utz, Level 18, 333 Collins Street, Melbourne, Victoria, 3000.

## AGENDA

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

### ORDINARY BUSINESS

#### Receipt and consideration of Accounts & Reports

To receive and consider the Financial Report of the Company and the related reports of the Directors (including the Remuneration Report) and the Auditor's Report for the year ended 31 December 2023.

*Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.*

#### Resolution 1: Adoption of Remuneration Report

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

*"That for the purpose of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report (included in the Directors' Report) for the year ended 31 December 2023 be adopted."*

#### Resolution 2: Re-election of Ilan Rimer as a Director of the Company

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

*"That Ilan Rimer, being a director who retires pursuant to the Constitution of the Company and being eligible for re-election offers himself for re-election, is hereby re-elected as a Director of the Company."*

### OTHER BUSINESS

To consider any other business that may be brought before the Meeting in accordance with the Company's Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum

By order of the Board  
Leslie Smith  
Company Secretary  
Dated: 5 April 2024

## Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Memorandum accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Voting:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00 pm Melbourne time 2 days before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Voting Exclusion Statement:**

### Resolution 1

The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a Closely Related Party of such a member, unless the vote cast as proxy for a person entitled to vote is in accordance with a direction on the Proxy Form.

Any undirected proxies held by Directors or other Key Management Personnel or their Closely Related Parties (excluding the Chairman) will not be voted on this resolution. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chairman's box on the Proxy Form you expressly acknowledge that the Chairman of the meeting will vote as indicated on the Proxy Form even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, which includes the Chairman. The Chairman will vote undirected proxies in favour of Resolution 1.

## EXPLANATORY MEMORANDUM

### Receipt and consideration of Accounts & Reports

The Corporations Act requires the Company's Annual Report for the financial period ending 31 December 2023, which incorporates the Company's Financial Report, Directors' Report (including the Remuneration Report) and the Auditor's Report, to be received and considered before the Annual General Meeting.

The Annual Report is available at <http://www.ngecapital.com.au/investor-information/annual-reports/>.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the accounts and on the operations and management of the Company.

The Chair will also provide Shareholders a reasonable opportunity to ask the auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the auditor to answer any written questions submitted to the auditor pursuant to section 250PA of the Corporations Act.

### Resolution 1: Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. Section 250R(3) of the Corporations Act requires that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2023 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

The Remuneration Report is available at <https://ngecapital.com.au/download/appendix-4e-and-2023-annual-report/>

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

It is noted that at the Company's last Annual General Meeting, the votes cast against the remuneration report represented less than twenty-five (25%) percent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

### Directors' Recommendations

The Directors recommend that shareholders vote in favour of this resolution.

**Resolution 2: Re-election of Ilan Rimer as a Director of the Company**

The Constitution of the Company requires that at every Annual General Meeting, one third (or if that is not a whole number, the next lowest whole number) of the other Directors (not counting the Managing Director), shall retire from office and provides that such Directors are eligible for re-election at the meeting. Ilan Rimer retires by rotation and, being eligible, offers himself for re-election.

Mr Rimer has extensive experience in management consulting, corporate strategy and new business development. He is the founder of two Australian technology businesses and was most recently a Non-Executive Director for Australian Business Volunteers. Previously he held roles at Bain and Company, PwC, Australia Post, Visy Industries, and Stellar Asia-Pacific.

Mr Rimer holds a Master of Business Administration from Oxford University and a Bachelor of Commerce (Hons) from Monash University. He is a graduate of the Australian Institute of Company Directors.

***Directors' Recommendations***

The Directors (with Ilan Rimer abstaining), recommend that shareholders vote in favour of this resolution.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

## PROXY AND VOTING INSTRUCTIONS

1. For the purposes of the Corporations Act, the Company has determined that all securities of the Company recorded on the Company's register as at 7.00 pm Melbourne time on 4 May 2024 (being the date 2 days before the date of the Annual General Meeting) will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time.
2. The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and forms part of this Notice of Meeting.
3. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
4. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.
5. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
6. Shareholders who return their Proxy Forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
7. If a Proxy Form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
8. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice.
9. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person excluded from voting as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form, or where it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form to vote as the proxy decides.
10. A Proxy Form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions set out in the Proxy Form by no later than 4:00 pm Melbourne time on 4 May 2024.

## GLOSSARY

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

**“Annual Report”** means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 31 December 2023;

**“Auditor’s Report”** means the auditor’s report on the Financial Report;

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

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

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

- (a) a spouse, child or dependent of the member;
- (b) a company the member controls;
- (c) a private trust of which the member is a beneficiary; or
- (d) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of ‘closely related party’ in the Corporations Act.

**“Company”** means NGE Capital Limited ACN 112 618 238;

**“Constitution”** means the constitution of the Company as at the date of the Meeting;

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

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

**“Directors’ Report”** means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

**“Explanatory Memorandum”** means the explanatory memorandum which forms part of the Notice;

**“Financial Report”** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

**“Key Management Personnel”** means those persons having authority and responsibility for directing and controlling the activities of the Company, including any director (whether executive or otherwise) of the Company.

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

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

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

**“Remuneration Report”** means the remuneration report which forms part of the Directors’ Report of NGE Capital Limited for the financial year ended 31 December 2023 and which is set out in the 2023 Annual Report.

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

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

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