

# **IVE GROUP LIMITED**

**ABN 62 606 252 644**

# **NOTICE OF ANNUAL GENERAL MEETING**

**TUESDAY, 26 NOVEMBER 2019**

**ive**

25 October 2019

Dear Shareholder,

On behalf of the Directors of IVE Group Limited (**IVE Group**), I am pleased to invite you to attend the 2019 Annual General Meeting (**AGM**) of IVE Group. Enclosed is the Notice of Meeting setting out the business of the AGM.

IVE Group's 2019 AGM will be held on Tuesday, 26 November 2019 commencing at 10:00am (Sydney time) in Establishment Room II, Establishment, 252 George St, Sydney NSW 2000.

If you are attending the AGM, please bring your Proxy Form with you to facilitate a faster registration. If you are unable to attend the AGM, I encourage you to complete and return the enclosed Proxy Form no later than 10:00am (Sydney time) on Sunday, 24 November 2019 in one of the ways specified in the Notice of Meeting and Proxy Form.

I also encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider directing your proxy how to vote on each resolution by marking either the "for" box, the "against" box or the "abstain" box on the Proxy Form.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of IVE Group unanimously recommend that shareholders vote in favour of all resolutions.

I encourage you to vote online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and at the same time I encourage you to elect to receive documents from IVE Group electronically.

Following the conclusion of the AGM, you are welcome to join the Board and Management for light refreshments.

Thank you for your continued support of IVE Group and I look forward to your attendance and the opportunity to meet with you.

Yours faithfully,



**Geoff Selig**

Executive Chairman

## Notice of Annual General Meeting

Tuesday, 26 November 2019

Notice is given that the Annual General Meeting (**AGM or Meeting**) of shareholders of IVE Group Limited (**IVE Group or Company**) will be held:

Date: Tuesday, 26 November 2019

Time: 10:00am (Sydney time)

Venue: Establishment Room II, Establishment, 252 George Street, Sydney NSW 2000

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

### CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2019.

All shareholders can view the Annual Report which contains the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the year ended 30 June 2019 on the Company's website at [www.ivegroup.com.au](http://www.ivegroup.com.au).

### QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent 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 relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of relevant written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

### ITEMS FOR APPROVAL

#### Ordinary business:

#### Resolution 1. Election of Director – Carole Campbell

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

*"That Carole Campbell, who retires in accordance with clause 7.1(c) of the Company's Constitution and being eligible for election, is elected as a Director of the Company."*

#### Resolution 2. Re-Election of Director – Sandra Hook

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

*"That Sandra Hook, who retires in accordance with clause 7.1(f) of the Company's Constitution and being eligible for re-election, is re-elected as a Director of the Company."*

#### Resolution 3. Re-Election of Director – Gavin Bell

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

*"That Gavin Bell, who retires in accordance with clause 7.1(f) of the Company's Constitution and being eligible for re-election, is re-elected as a Director of the Company."*

## Notice of Annual General Meeting (cont.)

Tuesday, 26 November 2019

### Resolution 4. Remuneration Report

To consider and if thought fit, pass the following as a non-binding ordinary resolution of the Company:

*“That the Company’s Remuneration Report for the financial year ended 30 June 2019, as set out in the Directors’ Report, is adopted.”*

The Remuneration Report is contained in the 2019 Annual Report (available at [www.ivegroup.com.au](http://www.ivegroup.com.au)). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (the **Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

### Voting Exclusion Statement

A vote on Resolution 4 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2019 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 4 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for or against) on the resolution; or
- b. the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
  - i. does not specify the way the proxy is to vote on the resolution; and
  - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In accordance with section 250BD of the *Corporations Act 2001* (Cth), a vote must not be cast on Resolution 4 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

*“Key management personnel” and “closely related party” have the same meaning as set out in the Corporations Act 2001 (Cth).*

### Resolution 5. Issue of Rights under the IVE Group Equity Incentive Plan – Geoff Selig

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 147,058 performance share rights to Geoff Selig under the IVE Group Equity Incentive Plan on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved.”*

### Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- a. a Director of the Company who is eligible to participate in the IVE Group Equity Incentive Plan; or
- b. an associate of any of those Directors.

However, the Company need not disregard a vote cast on Resolution 5 if:

- a. it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b. 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.

## Notice of Annual General Meeting (cont.)

Tuesday, 26 November 2019

The Non-Executive Directors are ineligible to participate in the IVE Group Equity Incentive Plan and this is the only IVE Group employee incentive scheme. As a result, Non-Executive Directors will not be excluded from voting on Resolution 5.

In accordance with section 250BD of the *Corporations Act 2001* (Cth), a vote must not be cast on Resolution 5 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

By Order of the Board



**Darren Dunkley**

Company Secretary

25 October 2019

## Notice of Annual General Meeting (cont.)

Tuesday, 26 November 2019

### ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00pm (Sydney time) on Sunday, 24 November 2019 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

### Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the *Corporations Act 2001* (Cth) (the **Act**) to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 10:00am (Sydney time) on Sunday, 24 November 2019 (48 hours before AGM). Proxies must be received before that time by one of the following methods:

- By post: IVE Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia
- By facsimile: (02) 9287 0309 (within Australia)  
+61 2 9287 0309 (from outside Australia)
- By delivery in person: Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138
- Online: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.**

### Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10:00am (Sydney time) on Sunday, 24 November 2019, being 48 hours before the AGM.

### Corporate Representatives

A body corporate which is a shareholder, or which 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 under section 250D of the Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

**IMPORTANT:** If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 4 and 5, then by submitting the proxy form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

## **Notice of Annual General Meeting (cont.)**

Tuesday, 26 November 2019

### **Voting at the Meeting**

It is intended that voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands.

### **SHAREHOLDER QUESTIONS**

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log on to [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) select Voting, then click 'Ask a Question'.

To allow time to collate questions and prepare answers, please submit any questions by 5:00pm (Sydney time) on Tuesday, 19 November 2019. Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

### **ENCLOSURES**

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on IVE Group's share registry's website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) to ensure the timely and cost effective receipt of your proxy; and
- a reply paid envelope for you to return the proxy form.

## Notice of Annual General Meeting (cont.)

Tuesday, 26 November 2019

### EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held on Tuesday, 26 November 2019 at 10:00am (Sydney time).

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1, 2, 3, and 5 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution. Resolution 4, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

#### **Resolution 1. Election of Director – Carole Campbell**

The Board appointed Carole Campbell as an independent Non-Executive Director of the Company on 21 November 2018 pursuant to clause 7.1(b) of the Constitution. In accordance with clause 7.1(c) of the Constitution, Carole retires from office at the conclusion of the AGM and is eligible for election as a Director of the Company.

Carole Campbell is a professional company director with more than 30 years' experience across a diverse range of industries including professional services, financial services, media, mining and industrial services.

Carole commenced her career with KPMG and has held senior finance roles with Macquarie Group, Westpac Institutional Bank, Seven West Media, Bis Industries and Merivale.

Carole is a Non-Executive Director and Chair of Audit Committee of FlexiGroup Limited (ASX: FXL) and Deputy Chair of Council and Chair of the Finance, Audit and Risk Management Committee of the Australian Film Television and Radio School. She is also a Non-Executive Director of The Sydney Film Festival.

Carole is chair of IVE Group's Audit, Risk and Compliance Committee.

Carole is a Fellow of Chartered Accountants Australia and New Zealand (FCA) and a Graduate Member of the Australian Institute of Company Directors (GAICD).

*The Directors, with Carole Campbell abstaining, unanimously recommend that Shareholders vote in favour of this Resolution.*

#### **Resolutions 2 and 3. Re-election of Directors**

The ASX Listing Rules require an election of directors be held every year and to ensure an orderly rotation of directors seeking re-election, the Board has agreed that Sandra Hook and Gavin Bell, being eligible for re-election, be put to shareholders for re-election in accordance with clause 7.1(f) of the Constitution.

#### **Re-Election of Director – Sandra Hook**

Sandra was appointed a Non-Executive Director of the Company on 1 June 2016 and is a member of IVE Group's Nominations & Remuneration Committee

She has a track record in driving customer-centred business transformation and transitioning traditional organisations in rapidly evolving environments. She has extensive operational, digital, financial management and strategic experience built over 25 years as a CEO and in senior executive roles for some of Australia's largest media companies including News Limited, Foxtel, Federal Publishing Company, Murdoch Magazines and Fairfax.

Since 2000, Sandra has served as a non-executive director on listed, public and private companies and government bodies. She is currently a non-executive director of digital/technology companies RXP Services Limited (ASX: RXP), MedAdvisor Limited (ASX: MDR) and .au Domain Administration Ltd as well as the Sydney Fish Market. She is also a trustee of the Sydney Harbour Federation Trust.

Sandra is a graduate of the Australian Institute of Company Directors.

*The Directors, with Sandra Hook abstaining, unanimously recommend that Shareholders vote in favour of Resolution 2.*



## Notice of Annual General Meeting (cont.)

Tuesday, 26 November 2019

### Re-Election of Director – Gavin Bell

Gavin Bell was appointed a Non-Executive Director of the Company on 25 November 2015.

Gavin is Chairman of the Board's Nominations and Remuneration Committee and a member of the Audit, Risk and Compliance Committee.

Gavin was Managing Partner and Chief Executive Officer of law firm Herbert Smith Freehills, a role he held from 2005 until 2014 when he retired from the role, having joined the firm as a graduate solicitor in 1982.

Gavin is an experienced non-executive director. He is currently a non-executive director of Smartgroup Corporation Ltd and Deputy Chair of Insurance and Care NSW (icare).

Mr Bell holds a Bachelor of Laws from the University of Sydney and a Master of Business Administration (Exec) from AGSM, University of New South Wales.

*The Directors, with Gavin Bell abstaining, unanimously recommend that Shareholders vote in favour of Resolution 3.*

### Resolution 4. Remuneration Report

Section 250R(2) of the *Corporations Act 2001* (Cth) (the **Act**) requires that the section of IVE Group's Directors' Report dealing with the remuneration of the key management personnel (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

Key management personnel (**KMP**) are those persons having authority and responsibility for planning, directing and controlling the activities of IVE Group including any executive or non-executive director.

Broadly, the Remuneration Report:

- discusses the Board of IVE Group's policy in relation to remuneration of the KMP;
- discusses the relationship between the Board's policy and Company performance;
- details any performance conditions attached to KMP remuneration; and
- sets out remuneration details for each KMP.

Shareholders can view the full Remuneration Report in the Annual Report which is available on IVE Group's website at [www.ivegroup.com.au](http://www.ivegroup.com.au)

Following consideration of the Remuneration Report, the Chairman of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration in setting remuneration policy for future years.

*The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this Resolution.*

### Resolution 5. Issue of Performance Share Rights under the IVE Group Equity Incentive Plan – Geoff Selig

Please refer to the Company's Remuneration Report in the 2019 Annual Report for details on the Company's approach to remuneration which includes fixed and at risk remuneration.

Resolution 5 deals with the proposed grant of performance share rights (**Rights**) to Mr Geoff Selig, Executive Chairman, to acquire fully paid ordinary shares (**Shares**) in the Company under the IVE Group Equity Incentive Plan (**Plan**).

The Company has agreed, subject to obtaining shareholder approval, to grant a maximum of 147,058 Rights to Mr Selig.

The ASX Listing Rules (**Listing Rules**) and the Act set out a number of regulatory requirements which must be satisfied. These are summarised below.

Listing Rule 10.14 requires the approval of ordinary shareholders to issue securities under an employee incentive scheme to a Director of the Company. Accordingly, approval for the grant of the Rights to Mr Selig is required. Approval of this resolution will result in the grant of Rights to Mr Selig falling within exception 14 in Listing Rule 7.2 (in addition to exception 9, which already applies). Therefore, the issue of securities to Mr Selig will not be included in the 15% calculation for the purposes of Listing Rule 7.1. The issue of Shares in the Company on the vesting of the Rights will also be excluded from Listing Rule 7.1.

## Notice of Annual General Meeting (cont.)

Tuesday, 26 November 2019

### Purpose of the Plan

The Company has established the Plan to assist in the motivation, retention and reward of senior management. A summary of the key terms of the Plan is set out in Attachment A.

Other members of senior management, selected by the Board, have been granted Rights under the Plan on similar terms to Mr Selig.

### Calculation of the Proposed Number of Rights

The number of Rights to be granted is calculated by dividing the total value of the award by the fair value of the Rights calculated using a Monte Carlo simulation (for component subject to the TSR performance condition) and a risk-neutral assumption (for the component subject to EPS performance condition). The fair value for this grant is \$1.36, with the number of Rights granted rounded down to the next whole number.

It is proposed that Mr Selig be granted 147,058 Rights. This has been calculated by dividing the total face value of \$200,000 by \$1.36 (fair value). The Rights will be granted to Mr Selig for nil financial consideration.

### Vesting Conditions

The vesting conditions are based on an earnings per share (EPS) performance hurdle, tested based on the compound annual growth rate (CAGR) of the Company's EPS over the three-year period commencing 1 July 2019 and ending on 30 June 2022 (Performance Period) (EPS Hurdle).

EPS measures the earnings generated by the Company attributable to each share on issue on a fully diluted basis.

Calculation of the CAGR of the EPS and achievement against the EPS Hurdle will be determined by the Nominations and Remuneration Committee of the Company in its absolute discretion, having regard to any matters that it considers relevant.

The percentage of Rights that vest, if any, will be determined by reference to the following vesting schedule, subject to any adjustments for abnormal or unusual profit items that the Nominations and Remuneration Committee, in its discretion, considers appropriate.

Under the Award, the number of Rights that may vest will be determined by reference to:

- EPS compound annual growth over the Performance Period. EPS growth will be calculated as the Company's Net Profit After Tax adjusted for amortisation of customer contracts (NPATA) divided by the undiluted weighted average shares on issue throughout the performance period, using the following formula:

$$\text{EPS CAGR} = \sqrt[3]{\left(\frac{\text{Year 3 EPS}}{\text{Year 0 EPS}}\right)} - 1$$

(Benchmark 1); and

- Relative Total Shareholder Return (TSR) performance of the Company in comparison to similar companies in a peer group. The TSR of each company will be measured from the start of the performance period to the end of the performance period (Benchmark 2),

(collectively the Performance Conditions).

## Notice of Annual General Meeting (cont.)

Tuesday, 26 November 2019

Performance Share Rights will vest in the percentages relevant to achievement of the Performance Conditions in the table below:

60% of Performance Share Rights Earnings Per Share (EPS) Target ("Benchmark 1 Entitlement")		40% of Performance Share Rights Relative Total Shareholder Return (TSR) ("Benchmark 2 Entitlement")	
EPS Target Range 3%–5%	Performance Share Rights	TSR growth	Performance Share Rights
Less than 3% of target range achieved	Nil	Company ranks below 50th percentile	Nil
3.00–3.99% of target range achieved	50% vest on straight-line basis	Company ranks at the 50th percentile	50%
4.00–4.99% of target range achieved	75% vest on straight-line basis	Company ranks between the 50th and 75th percentile	Straight line vesting
5% of target range achieved or exceeded	100%	Company ranks at or above 75th percentile	100%

Together Benchmark 1 and Benchmark 2 comprise the total Performance Conditions but act independently relative to their specific target component of 60% and 40% of Rights, respectively.

Testing of the EPS Hurdle will occur shortly after the end of the Performance Period and release of the Company's full year audited results in August 2022 and the number of Rights that vest (if any) will be determined. Any Rights that remain unvested will lapse immediately.

Vested Rights will automatically exercise, convert into IVE Group Shares and be allocated to Mr Selig:

- if the Vesting Date occurs in a Trading Window (as defined in the Company's Securities Dealing Policy), on the Vesting Date; or
- if the Vesting Date occurs in a Blackout Period (as defined in the Company's Securities Dealing Policy), upon the first day of the next Trading Window following the Vesting Date,

(the **Conversion Date**).

On the Conversion Date, vested Rights will convert to IVE Group Shares on a one-for-one basis. The Company will either issue Shares or acquire Shares on-market and register these Shares in Mr Selig's name.

### Additional Terms of the Rights

- Rights do not carry any dividend or voting rights prior to vesting.
- In respect of vested Rights, the Board may in its absolute and unfettered discretion determine to make a cash payment in lieu of allocating some or all of the Shares (**Cash Equivalent Value**) and any Cash Equivalent Value paid will be calculated in accordance with the Rules.
- The Company's obligation to allocate Shares on vesting of the Rights may be satisfied by issuing new shares, procuring the transfer to, or procuring the setting aside for the participant the number of shares in respect of which Rights have vested.
- The Plan contains provisions which give the Board the ability, in certain circumstances, to impose clawback, including the lapse of unvested Rights and forfeit of shares allocated upon vesting of Rights (e.g. in the event of fraud, dishonesty or serious breach of duty).

## Notice of Annual General Meeting (cont.)

Tuesday, 26 November 2019

- In the event, in the Board's opinion, there is the likely result of a change in the control (as defined in the Plan Rules) of the Company, the Board has discretion to determine that all or a specified number of the Rights vest.
- In the event there is any corporate action by, or capital reconstruction in relation to the Company (including but not limited to return of capital), adjustments may be made to the number of Rights and/or the number of Shares to which Mr Selig is entitled upon vesting in accordance with the Listing Rules or in a manner that the Board considers appropriate.
- In the event of cessation of employment, unvested Rights will be treated as follows:
  - If Mr Selig ceases employment due to termination for cause, all of the unvested Rights will lapse unless the Board determines otherwise;
  - If Mr Selig ceases employment prior to the Conversion Date other than as a Good Leaver (detailed below), all of the unvested Rights will lapse unless the Board determines otherwise;
  - If Mr Selig ceases employment prior to the Conversion Date due to ill health, total permanent disability or sale of the business (**Good Leaver**), the unvested Rights remain on foot and subject to the original vesting conditions, and tested in the normal course following the end of the Performance Period, vesting on a pro-rata basis. If Mr Selig ceases employment prior to the Conversion Date due to death, the Rights will vest in full upon cessation; and
  - In any other circumstance, such as retirement or redundancy, the Board has the discretion to allow for vesting.
- The Board has the discretion to lapse any or all unvested Rights it deems appropriate in the circumstances.
- Under the Plan Rules, any dealing in respect of a Right is prohibited, unless the Board determines otherwise or the dealing is required by law.

### Technical information for the purposes of the ASX Listing Rules

In accordance with the requirements of ASX Listing Rule 10.15, the following information is provided with respect to Resolution 5:

- Geoff Selig is the Executive Chairman of the Company.
- The number of Rights to be awarded to Geoff Selig has been calculated by dividing the value of the applicable Plan award by \$1.36 (being the fair value of the Rights) ie  $\$200,000 / \$1.36 = 147,058$  Rights. The Rights will be granted for nil financial consideration.
- Geoff Selig and Warwick Hay each received 130,718 Rights under the Plan since the last approval which was at the 2018 AGM. The Rights were granted following approval by shareholders at the 2018 AGM. The Rights were granted for nil financial consideration. No other Rights have been granted to Directors since the last approval at the 2018 AGM.
- Under the terms of the Plan, all Executive Directors are entitled to participate in the Plan, being Mr Geoff Selig and Mr Paul Selig. Non-Executive Directors are not eligible to participate in the Plan.
- A voting exclusion statement is set out under Resolution 5 in the Notice of Meeting.
- There is no loan attaching to the Rights offer under the Plan.
- The Company is expected to award the Rights shortly after the AGM but in any event within 12 months after the AGM.
- If approval is given for the issue of securities under ASX Listing Rule 10.14, approval is not required under Listing Rule 7.1.

## Notice of Annual General Meeting (cont.)

Tuesday, 26 November 2019

### Directors' Recommendation

The Directors (apart from Mr Selig), who do not have an interest in the outcome of the relevant resolution, unanimously recommend that Shareholders vote in favour of Resolution 5 for the reasons set out below:

- The Directors consider that it is important for the Company to be able to attract and retain experienced Directors and that the proposed grant of Rights to Mr Selig is appropriate taking into account his level of experience and contribution to the Company;
- The Directors consider that the proposed number of Rights to be granted to Mr Selig is appropriate to:
  - Motivate Mr Selig who is key member of the Company's leadership team to pursue the long-term growth and success of the Company (within an appropriate control framework);
  - Align Mr Selig's interests with the long-term interests of the Company's shareholders; and
  - Ensure a clear correlation between Company performance and Mr Selig's remuneration, in accordance with the Company's remuneration policy; and
- The ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) note that equity-based remuneration can be an effective form of remuneration for executives especially when linked to hurdles that are aligned to the entity's short, medium and longer-term performance objectives.

## Notice of Annual General Meeting (cont.)

Tuesday, 26 November 2019

### Attachment A

The key terms of the IVE Group Equity Incentive Plan are as follows:

Where applicable, defined terms have the same meaning as provided in the IVE Group Equity Incentive Plan Rules as available on the IVE Group website ([www.ivegroup.com.au](http://www.ivegroup.com.au)).

Feature	Terms of the IVE Group Equity Incentive Plan
<b>Eligibility</b>	Offers may be made at the Board's discretion to employees of the Company or its related bodies corporate (including a director employed in an executive capacity) or any other person who is declared by the Board to be eligible to receive a grant of securities under the Plan.
<b>Types of security</b>	<p>The Plan provides flexibility for the Board to grant one or more of the following securities subject to the terms of the individual offer at the relevant time:</p> <ul style="list-style-type: none"> <li>• performance share rights</li> <li>• options</li> <li>• restricted shares</li> </ul> <p>Options are an entitlement to receive an ordinary Share upon satisfaction of specified conditions and payment of a specified exercise price. Performance share rights and restricted shares are an entitlement to receive an ordinary Share for no consideration upon satisfaction of specified conditions. Unless otherwise specified in an offer document, the Board has the discretion to settle performance rights or options with a cash equivalent payment.</p>
<b>Offers of equity</b>	The Board may make offers of any form of security at its discretion and any offer documents must contain the information required by the Plan Rules. The Board has the discretion to set the terms and conditions on which it will offer performance share rights, options and restricted shares in individual offer documents. Offers can be made on an opt-in or opt-out basis.
<b>Consideration payable</b>	Unless the Board determines otherwise, no payment is required for a grant of a performance right, option or restricted share under the Plan.
<b>Vesting</b>	<p>Vesting of performance rights, options and restricted shares under the Plan is subject to any vesting or performance conditions determined by the Board and specified in the offer document. Options must be exercised by the employee and the employee is required to pay the exercise price before Shares are allocated.</p> <p>Subject to the Plan Rules and the terms of the specific offer document, any performance rights, options or restricted shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.</p>

## Notice of Annual General Meeting (cont.)

Tuesday, 26 November 2019

Feature	Terms of the IVE Group Equity Incentive Plan
<b>Rights attaching to performance share rights, shares and options</b>	<p>A Performance Share Right or Option has no rights other than those under the Plan and advised in the Offer Letter and do not have any entitlement to any dividend or voting rights.</p> <p>Unless otherwise limited by the Plan Rules or under an agreement of the Shareholders of the Company, a Participant will be entitled to all rights attaching to the Shares (including Restricted Shares) once registered in the Participant's name including:</p> <ul style="list-style-type: none"> <li>(i) an entitlement to receive any dividend paid in relation to those Shares;</li> <li>(ii) the right to exercise any voting rights attaching to those Shares, or appoint a proxy to represent and vote for him or her, at any meeting of the members of the Company;</li> <li>(iii) any bonus shares that are issued in respect of the Shares will be issued to the Participant and will be held by the Participant as Shares subject to the same terms, conditions and restrictions on Dealing (if any) as applicable to the Shares in respect of which they were issued; and</li> <li>(iv) if rights arise on a rights issue in respect of the Shares, the Participant may deal with or exercise those rights.</li> </ul>
<b>Cessation of employment</b>	<p>The Plan Rules provide that on cessation of employment performance rights, options or restricted shares will continue on the terms granted unless the Board determines otherwise.</p> <p>The Board has a broad discretion in relation to the treatment of entitlements on cessation of employment except that the Board is prohibited from providing a benefit that would cause the Company to be in breach of Part 2D.2 of the Corporations Act insofar as it would relate to a termination benefit.</p>
<b>Clawback of equity</b>	<p>The Plan Rules provide the Board with broad 'clawback' powers if, amongst other things, the Participant has acted fraudulently or dishonestly, engaged in gross misconduct or has acted in a manner that has brought the Company or its related bodies corporate into disrepute, or there is a material financial misstatement, or the Company is required or entitled under law or Company policy to reclaim remuneration from the Participant, or the Participant's entitlements vest as a result of the fraud, dishonesty or breach of obligations of any other person and the Board is of the opinion that the incentives would not have otherwise vested.</p>
<b>Change of control</b>	<p>The Plan Rules provide that if a 'Control Event' occurs, the Board has the absolute discretion to determine whether none, some, or all of a Participant's performance rights, options or restricted shares will vest or cease to be subject to restrictions unless the specific terms of the relevant offer specify otherwise.</p>
<b>No hedging</b>	<p>A Participant is prohibited from entering into any arrangement including but not limited to any financial product which operates to limit the economic risk of the Restricted Shares, Performance Share Rights or Options prior to vesting or becoming exercisable as relevant. Where a participant enters into any arrangement in breach of this rule, the Restricted Share, Performance Share Right and/or Option will lapse, unless the Board determines otherwise.</p>

## Notice of Annual General Meeting (cont.)

Tuesday, 26 November 2019

<b>Feature</b>	<b>Terms of the IVE Group Equity Incentive Plan</b>
<b>Discretion of the Board</b>	Any power or discretion which is conferred on the Board under the Plan may be exercised in the interests and for the benefit of the Company, and is not subject to any fiduciary or other obligation to any other person.
<b>Legal compliance</b>	Notwithstanding any rule in the Plan Rules, securities will not be allocated, issued, acquired, transferred or otherwise dealt with under the Plan if to do so would:  (a) contravene the Corporations Act, the Listing Rules, or any other applicable laws; or  (b) require the Company to pay, provide, or procure the payment or provision of, any money or benefits to the Participant which would require shareholder approval under Part 2D.2, Division 2 of the Corporations Act.
<b>Other terms</b>	The Plan Rules contain the usual terms for dealing with administration, variation, suspension and termination of the Plan





**IVE Group Limited**  
ABN 62 606 252 644

**LODGE YOUR VOTE**

**ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL**  
IVE Group 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 shareholder(s) of IVE Group 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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, will act 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 (Sydney time) on Tuesday, 26 November 2019 at the Establishment Room II, Establishment, 252 George Street, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 4 & 5:** 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 Resolutions 4 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel (KMP) of IVE Group Limited.

**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

**Resolutions**

	For	Against	Abstain*		For	Against	Abstain*
1 Election of Director – Carole Campbell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Issue of Rights under the IVE Group Equity Incentive Plan – Geoff Selig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Director – Sandra Hook	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Re-Election of Director – Gavin Bell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Remuneration Report	<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).



## 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.

If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. A proxy need not be a shareholder of the Company.

### PROXY VOTING BY THE 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 resolutions are connected directly or indirectly with the remuneration of KMP.

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that are 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.

If you wish to appoint a Director (other than the Chairman) or other member of the KMP or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 4 & 5 by marking the appropriate box (either For/Against/Abstain). If you do not specify how your proxy should vote, your proxy will not be able to exercise your vote for Resolutions 4 & 5.

### 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](http://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 (Sydney time) on Sunday, 24 November 2019**, 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. Only Proxy Forms issued by the Company will be deemed valid and accepted by the Company.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

IVE Group 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

\* During 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.**