
AFM PERSEUS FUND LIMITED

ACN 087 023 612

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 1:00 PM AWST

DATE: Tuesday, 2 May 2023

PLACE: Argonaut Boardroom
Level 30, Allendale Square
77 St Georges Terrace
Perth Western Australia

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 1:00 pm AWST on 30 April 2023.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – EQUAL ACCESS SHARE BUY-BACK

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

"That, for the purposes of clause 10.3 of the Constitution, section 257C of the Corporations Act and for all other purposes, the terms of the buy-back agreement under which the Company proposes to buy back Shares on an equal access basis as set out in the Buy-Back Booklet accompanying this Notice of Meeting, is approved."

Dated: 6 April 2023

By order of the Board

**David Franklyn
Executive Director**

IMPORTANT INFORMATION

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 1:00pm AWST on Tuesday, 2 May 2023 at:

Argonaut (Boardroom)
Level 30, Allendale Square,
77 St Georges Terrace, Perth, Western Australia

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding, and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 1:00pm AWST on 30 April 2023.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact Jenna Converse on +61 434 243 212.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 – EQUAL ACCESS SHARE BUY BACK

1.1 Introduction

The Company is seeking Shareholder approval under Resolution 1 to buy back up to 8,322,488 Shares (**Buy-Back**).

Clause 10.3 of the Company's Constitution provides that, the Company may reduce its share capital by buying back shares in accordance with Division 2 of Part 2J.1 of the Corporations Act, on such terms as may be determined by the Directors from time to time.

The Corporations Act provisions relating to share buy backs are designed to protect the interests of shareholders and creditors by addressing the risk of the transaction leading to the company's insolvency, seeking to ensure fairness between the shareholders of the company and requiring the company to disclose all material information.

In particular, section 257A of the Corporations Act requires that a company may only buy back its own shares if:

- (a) the buy-back does not materially prejudice the company's ability to pay its creditors; and
- (b) the company follows the procedures laid down in Division 2 of Part 2J.1 of the Corporations Act.

Under section 257C of the Corporations Act, a company may not buy back more than 10% of its voting shares on issue in the preceding 12 months unless the terms of the buy-back agreement are approved by shareholders. This cap on share buy-backs is known as the "10/12 limit".

One of the types of buy-back available under the Corporations Act is an equal access buy-back. Section 257B(2) of the Corporations Act provides that, in an equal access scheme:

- (a) the offers under the scheme must relate only to ordinary shares;
- (b) the offers must be made to every person who holds ordinary shares to buy back the same percentage of their ordinary shares;
- (c) all of those persons must have a reasonable opportunity to accept the offers made to them;
- (d) buy-back agreements must not be entered into until a specified time for acceptances of offers has closed; and
- (e) the terms of all the offers must be the same.

The Company is seeking Shareholder approval by ordinary resolution to undertake an equal access buy-back of Shares pursuant to section 257C of the Corporations Act on the terms and conditions contained in the Buy-Back Booklet accompanying this Notice of Meeting.

The Buy-Back Booklet sets out:

- (a) the Company's reasons to undertake the Buy-Back;
- (b) the effect of the Buy-Back on the Company;
- (c) the possible advantages and disadvantages of the Buy-Back; and
- (d) other information which is material to a Shareholder's decision on how to vote on the Resolution in relation to the Buy-Back.

1.2 Enquiries

Shareholders are requested to contact Jenna Converse on +61 434 243 212 if they have any queries in respect of the matters set out in this Notice.

GLOSSARY

\$ means Australian dollars.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Board means the current board of directors of the Company.

Buy-Back Offer means the offer by the Company to Shareholders in relation to the Buy-Back.

Buy-Back Booklet means the booklet accompanying this Notice of Meeting which sets out the terms and conditions of the Buy-Back Offer.

Chair means the chair of the Meeting.

Company means AFM Perseus Fund Limited (ACN 087 023 612).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

PROXY FORM

**AFM PERSEUS FUND LIMITED
ACN 087 023 612
GENERAL MEETING**

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at Level 30, Allendale Square, 77 St Georges Terrace, Perth, Western Australia on Tuesday 2 May 2023 at 1:00 pm AWST, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution.

Voting on business of the Meeting

Resolution 1 Equal Access Share Buy-Back

FOR

AGAINST

ABSTAIN

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

**Consent for contact by e-mail
in relation to this Proxy Form:**

YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Level 30, Allendale Square, 77 St Georges Terrace, Perth, WA 6000; or
 - (b) email to the Company at: argonautfundsmangement@argonaut.com

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.