



Microequities Asset Management

**Microequities Asset Management Group Limited**  
**ABN 17 110 777 056**

23 October 2020

Dear Shareholder,

**Microequities Asset Management Group Limited 2020 Annual General Meeting**

On behalf of the Directors of Microequities Asset Management Group Limited (**MAM**), I am pleased to invite you to attend the 2020 Annual General Meeting (**AGM** or **Meeting**) of MAM. Enclosed is the Notice of Meeting setting out the business of the AGM.

MAM's 2020 AGM will be held on Thursday, 26 November 2020 commencing at 2.00pm (Sydney time)

Our AGM will be held virtually this year to maximise the opportunity for shareholders to participate notwithstanding uncertainties regarding gatherings and restrictions on travel imposed by governments in the context of the COVID-19 pandemic. Only those Directors who are able to attend safely will attend in person at the MAM offices in Sydney.

All MAM shareholders are encouraged to participate in the AGM virtually through an online platform.

You will be able to view the webcast of the AGM live via the online AGM platform at <https://microequities.com.au/shareholders/agm>. Further details on how to participate in the AGM online are set out in the Notice of Meeting and the MAM Online AGM Guide (Guide) which will be lodged with the ASX and is also available on our website at <https://microequities.com.au/shareholders/agm>.

Shareholders participating in the AGM will have the opportunity to submit questions to the Board and MAM's external auditors during the AGM through the online platform. I strongly encourage you to submit questions on any shareholder matters that may be relevant to the AGM prior to the AGM by emailing them to [shareholders@microequities.com.au](mailto:shareholders@microequities.com.au).

You will be able to vote online during the meeting (refer to details in the Guide). If you are unable to attend the AGM online, I encourage you to complete and return the enclosed Proxy Form to be received at the Share Registry of the Company no later than 2.00pm (Sydney time) on Tuesday, 24 November 2020 in one of the ways specified in the Notice of Meeting and the 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 in 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 MAM unanimously recommend that shareholders vote in favour of all resolutions.

Thank you for your continued support of MAM. The Directors and I look forward to your attendance and the opportunity to engage with you.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Leslie Szekely', with a long, sweeping flourish extending to the right.

**Leslie Szekely**  
**Chair**  
**23 October 2020**

**MICROEQUITIES ASSET MANAGEMENT GROUP LIMITED**  
**ABN 17 110 777 056**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the 2020 Annual General Meeting (“**AGM**” or “**Meeting**”) of shareholders of Microequities Asset Management Group Limited (“**MAM**” or “**Company**”) will be held:

Date: Thursday, 26 November 2020

Time: 2.00pm (Sydney time)

Venue: All shareholders are invited to attend the AGM virtually through our online platform at <https://microequities.com.au/shareholders/agm> or use the Voting/Proxy Form to lodge a direct vote in advance of the AGM or appoint a proxy.

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.

**A. CONSIDERATION OF REPORTS**

To receive and consider the Financial Report, the Directors’ Report and the Independent Auditor’s Report (“**Reports**”) of the Company for the financial year ended 30 June 2020.

All shareholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2020 on the Company’s website (available at <https://microequities.com.au/financial-reports/>).

**B. QUESTIONS AND COMMENTS**

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

The Chair 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 Chair 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.

## **C. ITEMS FOR APPROVAL**

### **Resolution 1. 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 2020, as set out in the Directors’ Report, is adopted.”*

The Remuneration Report is contained in the 2020 Annual Report (available at <https://microequities.com.au/financial-reports/>). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (“**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 1 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 2020 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 1 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, against, abstain) 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 1 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 2. Election of Director – Samuel Joseph Gutman**

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

*“Samuel Joseph Gutman, who retires in accordance with clause 11.3 of the Company’s Constitution and being eligible for election, is elected as a Director of the Company.”*

### **Resolution 3. Election of Director – Alexander John Abrahams**

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

*“That Alexander John Abrahams, who retires in accordance with clause 11.11 of the Company’s Constitution and being eligible for election, is elected as a Director of the Company.”*

**Resolution 4. Change of Auditor**

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

*“That, for the purposes of section 327B(1)(b) of the Corporations Act 2001 and for all other purposes, BDO Audit Pty Ltd, having been nominated by a shareholder and consented in writing to act in the capacity of auditor, be appointed as the Auditor of the Company”.*

BY ORDER OF THE BOARD

**Samuel Gutman**  
**Company Secretary**  
23 October 2020

## **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 Tuesday, 24 November 2020, being two days before date of Meeting 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) ("**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 2.00pm (Sydney time) on Tuesday, 24 November 2020 (48 hours before the AGM). Proxies must be received before that time by one of the following methods:

By post:                        Microequities Asset Management Group Limited  
                                      C/- Link Market Services Limited  
                                      Locked Bag A14  
                                      Sydney South NSW 1235  
                                      Australia

By facsimile:                (02) 9287 0309 (within Australia)  
                                      +61 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

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 2.00pm (Sydney time) on Tuesday, 24 November 2020, 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 Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on resolution 1 (remuneration report), then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

## **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 login 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 2.00pm (Sydney time) on Thursday, 19 November 2020 (being no later than the fifth business day before the AGM is held). Questions will be collated, and, during the AGM, the Chair 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 MAM'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.

## **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 Thursday, 26 November 2020.

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 Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolution 1, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolutions 2, 3 and 4 are ordinary resolutions, which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

### **Resolution 1. Remuneration Report**

Section 250R(2) of the Corporations Act 2001 (Cth) (“**Act**”) requires that the section of the Directors’ Report dealing with the remuneration of directors and key management personnel (“**KMP**”) of the Company (“**Remuneration Report**”) be put to the vote of Shareholders for adoption by way of a non-binding vote.

Broadly, the Remuneration Report details the remuneration policy for the Company and:

- explains the structure of and rationale behind the Company’s remuneration practices and the link between the remuneration of executives and the Company’s performance;
- sets out remuneration details for each Director and for each executive with authority and responsibility for directing the affairs of the Company; and
- discusses the relationship between the policy and Company performance.

Shareholders can view the full Remuneration Report in the Annual Report which is available on MAM’s website at <https://microequities.com.au/financial-reports/>.

Following consideration of the Remuneration Report, the Chair 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 account in setting remuneration policy for future years.

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

### **Resolution 2. Election of Director – Samuel Joseph Gutman**

Sam brings a wealth of invaluable pragmatic business experience to the management team, obtained through a successful career in the IT industry. Sam has been a long time personal investor in the Microcap asset class, and adamantly shares the investment philosophy of the Microequities team. Sam has B.A with major in economics and has a Graduate Diploma of Applied Finance & Investments from FINSIA.

*The Directors, with Samuel Joseph Gutman abstaining, unanimously recommend Shareholders vote in favour of this Resolution.*

### **Resolution 3. Election of Director – Alexander John Abrahams**

Dr Abrahams is the founder of the ASX listed Pacific Smiles Group (ASX: PSQ), A national dental service organisation with revenues well in excess of \$100m. Dr Abrahams is also a director of several other private healthcare businesses including Group Homes Australia. Dr Abrahams brings considerable business development expertise and commercial business acumen to the board. Dr Abrahams is a value investor, with long term horizons, focusing on innovative business models with strong owner/manager mentality. Focused on building intergenerational wealth and security and to be able to give back.

*The Directors, with Alexander John Abrahams abstaining, unanimously recommend Shareholders vote in favour of this Resolution.*

#### **Resolution 4. Appointment of Auditor**

As announced on the ASX on 21 January 2020, BDO Audit Pty Ltd (“BDO Audit”) was appointed auditor of the Company following the resignation of BDO East Coast Partnership (“BDO ECP”) and ASIC’s consent to the resignation in accordance with s329(5) of the Corporations Act 2001 (“the Act”).

The change of auditor arose as a result of BDO ECP restructuring its audit practice to provide for audits to be conducted by BDO Audit, an authorised audit company, rather than by BDO ECP.

As a result of the timing of the change, BDO Audit filled a casual vacancy in accordance with s327C(1) of the Act. Under section 327C(2) of the Act, an auditor who has been appointed under s327C(1) of the Act only holds office until the Company’s next annual general meeting.

The Company is required to appoint an auditor to fill any vacancy at each annual general meeting (after its first annual general meeting) pursuant to s327B(1)(b) of the Act. Pursuant to section 328B of the Act, the Company received a valid notice of nomination of auditor that nominated BDO Audit to be appointed as the auditor of the Company. A copy of the nomination is attached as Annexure A to this Notice of Meeting.

BDO Audit has provided the Company with its written consent to act, subject to shareholders’ approval being granted, as the Company’s auditor in accordance with s328A(1) of the Act.

In accordance with s327B(1)(b) of the Act, an ordinary resolution is required at this Annual General Meeting to appoint BDO Audit as the Company’s auditor and shareholders’ approval is sought to that appointment.



# Attachment A

Gutman Investment Partners Pty. Ltd.  
C/o: Suite 3105, Level 31,  
Governor Macquarie Tower,  
1 Farrer Place, Sydney, NSW 2000

23 October 2020

Microequities Asset Management Group Limited  
Suite 3105, Level 31,  
Governor Macquarie Tower,  
1 Farrer Place, Sydney, NSW 2000

## **NOMINATION OF BDO AS AUDITOR OF THE COMPANY**

Gutman Investment Partners Pty. Ltd. ACN 134 984 491, being a shareholder of Microequities Asset Management Group Limited (ACN 110 777 056) ("**Company**"), hereby gives written notice pursuant to section 328B(1) of the Corporations Act 2001 (Cth) of the nomination of BDO Audit Pty Ltd ("**BDO**") for appointment as auditor at the next Annual General Meeting of the Company.

Gutman Investment Partners Pty. Ltd. consents to the distribution of this notice of nomination as an attachment to the Notice of Meeting and Explanatory Memorandum for the 2020 Annual General Meeting of the Company as required by section 328B(3) of the Corporations Act 2001 (Cth).



Samuel Gutman Director  
Gutman Investment Partners Pty. Ltd.



Microequities Asset Management

Microequities Asset Management Group Limited

ABN 17 110 777 056

LODGE YOUR VOTE

ONLINE www.linkmarketservices.com.au

BY MAIL Microequities Asset Management 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

PROXY FORM

I/We being a member(s) of Microequities Asset Management 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 and email of the person or body corporate you are appointing as your proxy

Name
Email

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 2:00pm (Sydney Time) on Thursday, 26 November 2020 (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at https://microequities.com.au/shareholders/aggm (refer to details in the Virtual Meeting Online Guide).

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an X

Resolutions

For Against Abstain\*

1 Remuneration Report

2 Election of Director - Samuel Joseph Gutman

3 Election of Director - Alexander John Abrahams

4 Change of Auditor

\* 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.

STEP 2

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Signature box for Shareholder 1

Signature box for Joint Shareholder 2

Signature box for Joint Shareholder 3

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

STEP 3



## 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 and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- 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
- 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to the Meeting in accordance with the Notice of Annual General 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 **2:00pm (Sydney Time) on Tuesday, 24 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

[www.linkmarketservices.com.au](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).



#### 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

Microequities Asset Management 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)

# **Microequities Asset Management Group Limited**

## **Online AGM Guide**

**Annual General Meeting  
26 November 2020**

# Microequities Asset Management Group Limited (MAM) is hosting its 2020 Annual General Meeting using Zoom Technology.

You are invited to attend, below are the step by step instructions to register and join.

## Step 1: Register to attend the AGM

<https://microequities.com.au/shareholders/aggm>

Anyone can join MAM's Annual General Meeting (AGM) however only Shareholders and Proxies are able to vote or ask questions.

If you are a Shareholder or a Proxy holder, please ensure you enter your shareholder number or proxy code (provided by LINK Market Services) on the registration page. If you do not, you will NOT be able to ask questions.

After registering, you will receive an email with details of how to join the AGM, including your own unique joining link. If you do not receive an email, please complete the registration form again.

Contact [shareholders@microequities.com.au](mailto:shareholders@microequities.com.au) for support

The screenshot shows a 'Webinar Registration' form. At the top, it lists the topic as 'MAM Annual General Meeting 2020', the description as 'Microequities Asset Management Group Limited 2020 Annual General Meeting', and the time as 'Nov 26, 2020 02:00 PM in Canberra, Melbourne, Sydney'. The MAM logo is on the right. Below the form fields, there is a 'Register' button. The form fields are: First Name, Last Name, Email Address, Confirm Email Address, Organisation or Entity Representing, HIN / SRN or Guest, and Post Code. A note indicates that the last three fields are required information.

## Step 2: Download and install the Zoom Client

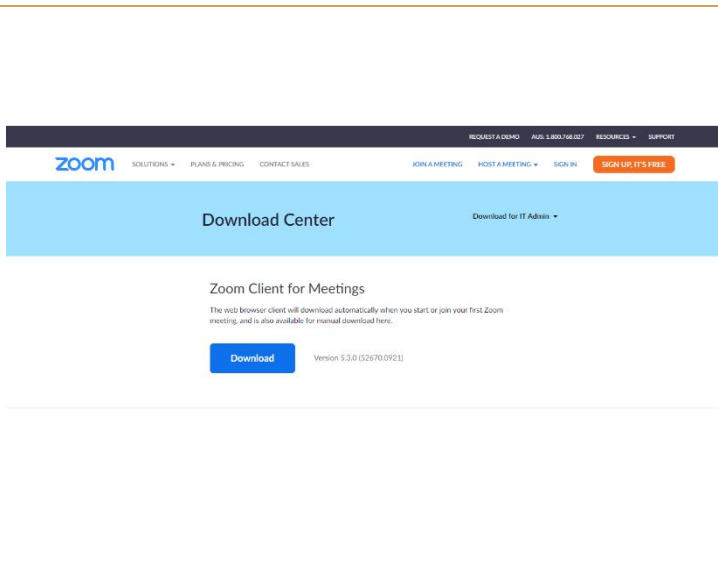
If you already have Zoom installed on your device, you can skip this step.

Visit: <https://zoom.us/download> on any device; or

Search: Zoom Client Meetings in

- any browser
- iOS App Store or
- Google Play Store

If you are unable to install Zoom Client on your device, you can join the AGM by telephone by dialing into the meeting using the dial in details listed in your registration email.



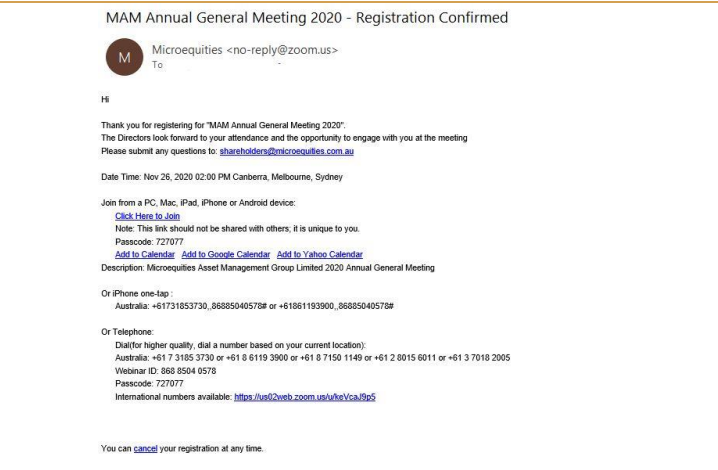
## Step 3: Access your invitation email

Following registration, you will receive an invitation email that will include all the details you need to join MAM's Annual General Meeting:

- Date: 26 November 2020
- Time: 2:00PM EST
- Link to join
- Call numbers for audio if required

If you do not receive your invitation email, please complete the registration process again.

Contact [shareholders@microequities.com.au](mailto:shareholders@microequities.com.au) for support



#### Step 4: Test your Zoom client prior to the AGM

The AGM is scheduled to commence at 2pm 26 November 2020. You can test your Zoom client by clicking on the link in your invitation email.

For technical issues, please visit the Zoom Help Centre.  
<https://support.zoom.us/hc/en-us>

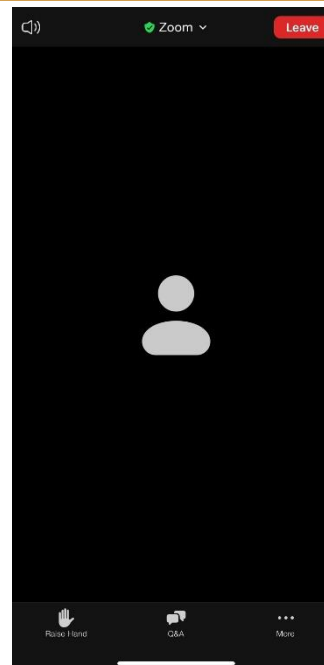
#### Step 5: Join the AGM Thursday 26 November 2020 at 2PM

Join the AGM by clicking on the link in your invitation email.

You will receive a reminder email with details of the AGM including details on how to join both 1 day, and 1 hour before the AGM.

We recommend you join the AGM at least 10 minutes before the commencement, to ensure you are able to connect and resolve any potential technical issues.

Note, support for connectivity will not be provided after the commencement of the AGM. If you are unable to join via Zoom, please refer to your invitation email which has dial-in numbers to enable you to join by telephone.



#### What to do if you have problems joining the AGM:

1. Try restarting your Zoom client
2. Revisit your invitation email and ensure you are selecting the correct link to join.
3. Try another device such as your smartphone. Zoom works on both iPhone and Android devices:
4. Apple – visit App Store
5. Android – visit Google Play Store
6. Dial into the AGM by phone on the global phone numbers provided in your invitation email

# Asking a Question During the Annual General Meeting

For registered Shareholders or Proxies, please see the instructions below to ask a question.

Shareholders or Proxy holders who have provided their shareholder number or proxy code when registering can ask questions during the Annual General Meeting. Questions from attendees who have not provided their shareholder or proxy details will not be answered.

You can submit a question to the management/board online by typing it in the Q&A box at any time during the AGM.

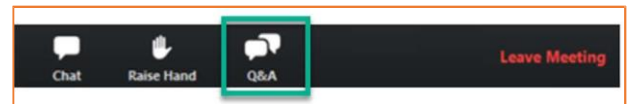
Note that not all questions are guaranteed to be answered during the AGM, but we will do our best to address your concerns.

## Step 1:

Select the Q&A Button from the bottom menu bar.

Navigate to the lowest section of your Zoom window and the bottom menu bar will appear.

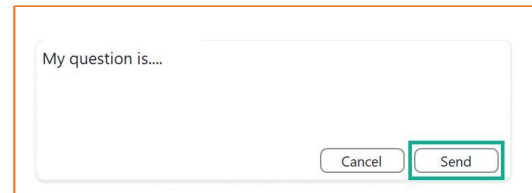
Click on the Q&A button, shown to the right by the green box.



## Step 2:

- Enter your full name, your shareholder number or proxy code
- type your question into the Q&A box
- Click send

Only shareholders and proxies can ask questions.

A screenshot of the Zoom Q&A input interface. It features a large, light-colored text input area with the placeholder text 'My question is...'. Below the input area, there are two buttons: 'Cancel' on the left and 'Send' on the right. The 'Send' button is highlighted with a green rectangular box.

# Voting during the Annual General Meeting

For registered Shareholders or Proxies who have not already voted, see below for how to vote.

Shareholders or Proxy holders who have not previously voted are able to cast their vote at any time between the start of voting and the closure of voting as announced by the Chairman during the AGM.

Please ensure you have provided your Shareholder number or Proxy code when registering your attendance otherwise your vote will not be valid. You will cast your vote on the voting card via the Zoom Poll.

Note if you have already voted using the Voting/Proxy form prior to the meeting and then vote again using the voting card during the meeting, your prior vote will not be valid.

## Step 1: Complete the voting card via Zoom Poll

During the meeting, the Chairman will indicate that the voting is open, and the voting card will be shown.

The voting card can be repositioned on your screen.

There are 4 items to be voted on by shareholders at the AGM (as set out in the Notice of Meeting). In order to submit your voting card, you must select one of the following options for each item:

- For
- Against
- Abstain

Please use the scroll bar on the right-hand side of the voting card to view and respond to all items on the voting card.



Screenshot of the Zoom Poll interface for the MAM 2020 Annual General Meeting. The poll is titled "1. Resolution - Remuneration Report". The voting options are "For", "Against", and "Abstain". The "For" option is selected. The progress indicator shows "1/4" and a "Next" button is visible.

## Step 2: Submit your vote

After completing all items in the vote, please click the Submit button at the bottom right of the voting card.



Screenshot of the Zoom Poll interface for the MAM 2020 Annual General Meeting. The poll is titled "4. Resolution - Change of Auditor". The voting options are "For", "Against", and "Abstain". The "For" option is selected. The progress indicator shows "4/4" and "Previous" and "Submit" buttons are visible.

## What to do if you have any issues joining the AGM

For any issues, please contact [shareholders@microequities.com.au](mailto:shareholders@microequities.com.au) or call +61 2 9009 2900 and a member of the MAM team will be in contact.