Proxy Form

# SIMNA Limited

**Please complete your details.**

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| --- | --- |
| Name of Member |  |

I/We being a member of SIMNA Ltd appoint the following person as proxy (where blank, the Chair is assumed, see notes below)

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|  |

to attend, speak and vote on my/our behalf at the Annual General Meeting of SIMNA Ltd to be held on Thursday 23rd November 2017 at 4pm AEDST and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following special resolutions as I/we have indicated below via checking the box “Approve” or “Not Approve”. If no indication is given, I understand my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

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| **SPECIAL RESOLUTION 1** | **Approve** | **Not Approve** |
| It is proposed that throughout the Constitution of SIMNA Limited, all references to “Chairman” are changed to “Chairperson”. This relates to all references to both “Chairman” and “Deputy Chairman” |  |  |
| **Signature** |  |
| **Date** |  |

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| **SPECIAL RESOLUTION 2** | **Approve** | **Not Approve** |
| It is proposed that section 10.5 of the Constitution of SIMNA Limited is changed from:**10.5 Chairman and deputy chairman of directors**(a) The directors may elect, for any period they decide:(i) a director to the office of chairman of directors provided such person shall not be a Committee Member; and(ii) may elect one or more directors to the office of deputy chairman of directors provided such person shall not be a Committee Member.To:**10.5 Chairperson and deputy chairperson of directors**(a) The directors may elect, for any period they decide:(i) a director or directors (up to two) to the office of chairperson, or co-chairperson, of directors provided such persons shall not be a Committee Member; and(iii) may elect one or more directors to the office of deputy chairperson of directors. |  |  |
| **Signature** |  |
| **Date** |  |

**Notes to the proxy form (where unclear, refer to SIMNA Ltd Constitution Section 7.17)**

1. This proxy form has been approved by the board of SIMNA Ltd.
2. As a member of SIMNA Ltd you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting. You can only appoint a proxy using the procedures set out in S7.17 of the SIMNA Constitution.
3. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
4. A proxy does not need to be a member of SIMNA Ltd but must attend the meeting to represent you. To appoint as your proxy a person other than the Chair of the meeting, insert their full name in the box (above). If you sign and return this proxy form with no name inserted in the box, the Chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.
5. You may not appoint more than one proxy to exercise rights attached to any one vote or resolution.
6. To appoint a proxy using this form, the form must be:
	1. Completed and signed;
	2. Sent to SIMNA Ltd by email to Company Secretary, at info@simna.com.au;
	3. Received by SIMNA Ltd no later than 48 hours before the time for the holding of the AGM – that is 4pm AEDST Tuesday 21st November; and
	4. In the case of a member which is a company, the proxy form must be signed by its nominated representative.