# Notice of Extraordinary General Meeting and Explanatory Memorandum

# ChimpChange Limited

ACN 150 762 351

Date of Meeting: 29 August 2017

Time of Meeting: 11.00am (Sydney time)

Place of Meeting: c/- Pitcher Partners
Level 22, MLC Centre
19 Martin Place
Sydney NSW 2000
Australia

**This is an important document and requires your attention**
If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional advisor.

## Notice of Extraordinary General Meeting

Notice is given that the Extraordinary General Meeting of shareholders of ChimpChange Limited ACN 150 762 351 (**Company**) will be held at c/- Pitcher Partners, Level 22, MLC Centre, 19 Martin Place, Sydney, NSW, Australia on 29 August 2017 at 11.00am (Sydney time).

Terms used in this Notice of Meeting are defined in Section 3 of the accompanying Explanatory Memorandum.

# AGENDA

**SPECIAL BUSINESS**

### 1. Resolution 1 – Change of Company Name

To consider and, if thought fit, pass the following Resolution, as a Special Resolution, without amendment:

"That, in accordance with Section 157 of the *Corporations Act 2001* (Cth), the Company adopts the new name **Change Financial Limited** and Shareholders approve the Company changing its name to **Change Financial Limited** with the effect from the day on which the Australian Securities and Investments Commission alters the details of the Company's registration."

**GENERAL BUSINESS**

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board
DP Cornish
Company Secretary
25 July 2017

## Proxy, representative and voting entitlement instructions

### 1. Introduction

This Explanatory Memorandum is provided to shareholders of ChimpChange Limited ACN 150 762 351 (**Company**) to explain the resolutions to be put to Shareholders at the Extraordinary General Meeting to be held at c/- Pitcher Partners, Level 22, MLC Centre, 19 Martin Place, Sydney, NSW, Australia on 29 August 2017 at 11.00am (Sydney time).

The Directors recommend shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in Section 3.

### 2. Resolution 1 – Change of Company Name

**Special Resolution**

The proposed change of name pursuant to Resolution 1 is to reflect the evolution of the business and growth into vertical channels beyond consumer bank accounts focused on the millennial demographic. The Company is working to develop products to suit consumers of other age groups and income levels, in addition to enterprise software services to be sold to business customers. The Corporations Act requires that this resolution be passed as a Special Resolution. Accordingly, in order for the resolution to be passed, at least 75% of the votes cast by members entitled to vote on the resolution must be in favour of the resolution.

**Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of this Special Resolution.

### 3. Interpretation

**ASIC** means the Australian Securities and Investments Commission.

**Board** means the board of directors of the Company.

**Company** means ChimpChange Limited ACN 150 762 351.

**Constitution** means the constitution of the Company from time to time.

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

**Directors** means the directors of the Company.

**Explanatory Memorandum** means the explanatory statement accompanying this Notice.

**Extraordinary General Meeting** or **Meeting** means the Extraordinary General Meeting of the Company to be held on 29 August 2017 at 11.00am**.**

**Notice of Meeting** or **Notice** means this notice of meeting.

**Resolution** means a resolution to be proposed at the Meeting.

**Special Resolution** means a resolution:

(a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and

(b) passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

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Any enquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Duncan Cornish (Company Secretary):

**Phone**: +61 7 3212 6299

**Email**: dcornish@corpservices.com.au

# Proxy, representative and voting entitlement instructions

**PROXIES AND REPRESENTATIVES**

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the Corporations Act.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act.

This proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, scanned and emailed or sent by facsimile transmission to the address listed below**, not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

ChimpChange Limited
Level 10, 110 Mary Street, Brisbane QLD 4000
GPO Box 2676, Brisbane QLD 4001

Email: dcornish@corpservices.com.au
Fax: +61 7 3212 6250
Phone: +61 7 3212 6299

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company.

A proxy form is attached to this Notice.

**VOTING ENTITLEMENT**

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (Sydney time) on 27 August 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

**SIGNING INSTRUCTIONS**

You must sign the proxy 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, both holders must sign. |
| **Power of Attorney:** | To sign under Power of Attorney, 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 sign alone.<br>Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.<br>Please indicate the office held by signing in the appropriate place. |

ChimpChange

ABN 34 150 762 351

**LODGE YOUR VOTE**

**BY MAIL**
ChimpChange Limited
GPO Box 2676
Brisbane QLD 4001

**BY EMAIL**
dcornish@corpservices.com.au

**BY FAX**
+61 7 3212 6250

**ALL ENQUIRIES TO**
Telephone: +61 7 3212 6299

**X99999999999**

# PROXY FORM

I/We being a member(s) of ChimpChange Limited and entitled to attend and vote hereby appoint:

STEP 1

## 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, 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 Extraordinary General Meeting of the Company to be held at **11:00am on Tuesday, 29 August 2017 at Pitcher Partners, Level 22, MLC Centre, 19 Martin Place, Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

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

STEP 2

## 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* |
|---|---|---|---|---|
| 1 | Change of Company Name | ☐ | ☐ | ☐ |

* 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 3

## 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, all shareholders must 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).

**CCA PRX1701A**

# 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. 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.

## 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:

(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, all shareholders must 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" should 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.

## 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 **11:00am on Sunday, 27 August 2017,** 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:



**BY EMAIL**
dcornish@corpservices.com.au



**BY MAIL**
ChimpChange Limited
GPO Box 2676
Brisbane QLD 4001



**BY FAX**
+61 7 3212 6250

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**