

Village National Holdings Limited

EGM 24th April 2019

VNH EGM 24/4/19



DISCLAIMER

Please note, we have corrected an error noted in our presentation sent with the Notice of the EGM. The error was minor and noted after the documents had been sent.

The error related to the finance arrangements to purchase OICS. Our initial document disclosed OICS projected to earn 2.8M for the calendar year. The correction is for OICS to achieve a projected EBITDA of 3.1M for the calendar year.

No other amendments were noted.

AGENDA

1. **WELCOME AND APOLOGIES**
2. **RESOLUTION 1 – FINANCIAL ASSISTANCE**
3. **RESOLUTION 2 – RATIFY SHARE ISSUE TO DAVID FRANKLYN**
4. **RESOLUTION 3 - ISSUE SHARES TO SHAREHOLDERS IN OICS**
5. **RESOLUTION 4 - TO ISSUE CONVERTIBLE NOTES TO INVESTORS**

AGENDA ITEM 2 – FINANCIAL ASSISTANCE

RESOLUTION 1

To consider, and if thought fit, pass the following resolution as a special resolution of the members of the Company that:
 “For the purposes of section 260B(1) of the Corporations Act 2001 (Cth), approval is given for the financial assistance to be provided by OICS Holdings Pty Ltd ACN 154 660 803 (**OICS**), OICS Catering Pty Ltd ACN 134 194 317 (**OICS Catering**), OICS Camp Rental Pty Ltd ACN 129 353 297 (**OICS Camp Rental**) and Seraph Eldercare Pty Ltd ACN 609 161 364 (**Seraph**) which will be wholly-owned subsidiaries of the Company immediately following completion of the Acquisition as described in the Explanatory Memorandum accompanying the Notice of the Meeting.”

Resolution 1 Voting Summary		s
For	137,589,562	
Against	178,934	
Abstain	156,443	
Open Usable	1,660,886	
Invalid	4510	

AGENDA ITEM 3 – RATIFY SHARE ISSUE TO DAVID FRANKLYN

RESOLUTION 2

To consider, and if thought fit, pass the following resolution as an ordinary resolution of the members of the Company that: “That, members ratify and approve the previous issue of 14,000,000 shares issued to David Franklyn as trustee for the Franklyn Trust as the equity component of his remuneration pursuant to the terms of his Executive Services Agreement.”

Voting Exclusion: *The Company will disregard any votes cast by David Franklyn and any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or 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.*

Resolution 2 Voting Summary

For	123,564,286
Against	360,653
Abstain	14,000,000
Open Usable	1,660,886
Invalid	4510

AGENDA ITEM 4 – ISSUE SHARES TO SHAREHOLDERS IN OICS

RESOLUTION 3

To consider, and if thought fit, pass the following resolution as an ordinary resolution of the members of the Company that: “That, members approve the issue of 33,333,334 shares to the exiting shareholders of OICS as part of the consideration pursuant to the Share Sale Agreement and, the potential issue of a further 23,333,333 shares in the Company at the election of the exiting shareholders in OICS, in place of further cash consideration payable pursuant to the Share Sale Agreement.”

Voting Exclusion: *The Company will disregard any votes cast by any exiting shareholder of OICS and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or 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.*

Resolution 3 Voting Summary

For	137,589,562
Against	329,962
Abstain	5,415
Open Usable	1,660,886
Invalid	4510

AGENDA ITEM 5 - TO ISSUE CONVERTIBLE NOTES TO INVESTORS



RESOLUTION 4

To consider, and if thought fit, pass the following resolution as an ordinary resolution of the members of the Company that: “That, members ratify and approve the issue of convertible notes to investors up to a maximum value of \$1,500,000 to raise additional funds for future acquisitions and expansions.”

Voting Exclusion: *The Company will disregard any votes cast by any party who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or 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.*

Resolution 4 Voting Summary

For	137,643,005
Against	130,906
Abstain	151,028
Open Usable	1,660,886
Invalid	4510



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