

Village National Holdings Limited

AGM 31 May 2019

VNH EGM 24/4/19



AGENDA

1. **WELCOME AND APOLOGIES**
2. **RESOLUTION 1 – REMUNERATION REPORT**
3. **RESOLUTION 2 – RE-ELECTION OF DIRECTOR**
4. **RESOLUTION 3 – ELECTION OF DIRECTOR**
5. **RESOLUTION 4 – ISSUING OF CONVERTIBLE NOTES**
6. **RESOLUTION 5 – SELECTIVE BUY-BACK**
7. **CLOSE**

RESOLUTION 1 – RENUMERATION REPORT

Resolution 1 – Remuneration Report

To consider and if thought fit, to pass the following resolution as a non-binding ordinary resolution in accordance with section 250R of the Corporations Act 2001 (Cth):

“That the Remuneration Report for the year ended 31 December 2018 be adopted.”

Voting Exclusion: The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the Voting Exclusions section of the Explanatory Statement.

Resolution 1 Voting Summary

For	142,445,968
Against	86,592
Abstain	39,350
Open Usable	3,651,807
Invalid	4,279

RESOLUTION 2 – RE-ELECTION OF DIRECTOR

Resolution 2 – Re-election of Director

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

“That Graeme Mark Yukich who, having been appointed as a director in accordance with the Company’s Constitution, retires as a Director of the Company and being eligible, offers himself for re-election as a Director of the Company, be elected as a Director of the Company”.

Voting Exclusion: The candidate may validly cast a vote in respect of the resolution to elect them as a Director. In the interests of good corporate governance, Graeme Mark Yukich and his associates will abstain from voting on the resolution relating to his re-election (except as a proxy for a person who is entitled to vote).

Resolution 2 Voting Summary

For	24,089,557
Against	92,959
Abstain	118,389,394
Open Usable	3,651,807
Invalid	4,279

RESOLUTION 3 – ELECTION OF DIRECTOR

Resolution 3 –Election of Director

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

“That Brett Richard McDonald who, having been appointed as a director to fill a casual vacancy in accordance with the Company’s Constitution from 23 September 2018, and being eligible, offers himself for re-election as a Director of the Company, be elected as a Director of the Company”.

Voting Exclusion: *The candidate may validly cast a vote in respect of the resolution to elect them as a Director. In the interests of good corporate governance, Brett Richard McDonald and his associates will abstain from voting on the resolution relating to his re-election (except as a proxy for a person who is entitled to vote).*

Resolution 3 Voting Summary

For	142,571,910
Against	
Abstain	
Open Usable	3,651,807
Invalid	4,279

RESOLUTION 4 – ISSUING CONVERTIBLE NOTES

Resolution 4 – Issuing Convertible Notes

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, or they know will participate 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	142,,563,122
Against	
Abstain	8,788
Open Usable	3,651,807
Invalid	4,279

RESOLUTION 5 – SELECTIVE BUY-BACK

Resolution 5 – Selective Buy-Back

To consider and if thought fit, to pass the following resolution as a special resolution:

“That, for the purposes of section 247D(1)(a) of the Corporations Act and for all other purposes, approval be given for the Company to offer a selective share buy-back to those shareholders with shares with a total value of less than \$500.00 as at the proxy date (Selling Shareholder) at a price of 5.28c per share”

Voting Exclusion: *The Company will disregard any votes cast on this Resolution by any Selling Shareholder and any of its 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 5 Voting Summary

For	142,401,835
Against	93,565
Abstain	
Open Usable	3,625,063
Invalid	4,279



CLOSE

NOEL GRIFFIN

CHAIRMAN

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