
**Clime Private Limited
(ACN 614 090 309)****Notice of Annual General Meeting**

Notice is given that the Annual General Meeting of Shareholders of Clime Private Limited (**CPL or Clime**) will be held at:

Date: **Friday 24th November 2023**
Time: **4.00 pm (AEDT)**
Venue: **Level 12, 20 Hunter Street, Sydney, NSW 2000**

BUSINESS TO BE CONSIDERED AT THE ANNUAL GENERAL MEETING

There are no formal resolutions to be considered at this AGM. However, the meeting is being held to allow shareholders to consider the Financial Statements and Reports.

The Explanatory Memorandum and Proxy Form which accompany, and form part of this Notice describe in more detail the matters to be considered at the AGM. Please consider this Notice, the Explanatory Memorandum and the Proxy Form in their entirety.

Business**A. Consideration of Financial Statements and Reports**

To receive and consider the Company's Financial Report, Director's Report and Auditor's Report of the Company as set out in the Company's 2023 Annual Report for the year ended 30 June 2023.

Note: *There is no requirement for Shareholders to approve these reports or vote on this item of business.*

Other information

An Explanatory Memorandum accompanies and forms part of this Notice.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the AGM should consult their financial or legal adviser for assistance.

Terms used but not defined in this document have the meaning given to them in the Glossary on page 4.

Copies of the presentations given at the AGM and the results of the AGM will be announced and placed on the Company's website at <https://clime.com.au/clime-private-limited/>. The presentations to be delivered at the AGM will be available immediately prior to the AGM with the results of the AGM being available following the AGM.

ACCESSING NOTICE OF ANNUAL GENERAL MEETING MATERIALS

In accordance with recent amendments made to the *Corporations Act 20021 (Cth) (Corporations Act)* through the passing of the Treasury Laws Amendment (2021 Measures No. 1) Act 2021, this Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://clime.com.au/clime-private-limited/>.

HOW CAN SHAREHOLDERS ASK QUESTIONS AT THE ANNUAL GENERAL MEETING?

In accordance with the Corporations Act and the Company's policy, reasonable opportunity will be provided to Shareholders during the AGM to:

- (a) ask questions about or make comments on the management or performance of the Company; and
- (b) ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

A Shareholder may also submit a written question to the Company's Auditor, Pitcher Partners, in relation to the content of the Auditor's Report or the conduct of the audit in relation to the annual financial report for the year ended 30 June 2023. Questions must be submitted to the Company no later than 5:00pm (AEDT) on Friday, 17 November 2023 and can be submitted to the Company at companysecretary@clime.com.au or sent to:

Clime Private Limited
C/- Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

The questions submitted will be immediately forwarded to Pitcher Partners who will answer these questions at the AGM.

By order of the Board



Kara Boden
Company Secretary

Dated: 31 October 2023

**Clime Private Limited
(ACN 614 090 309)**

Explanatory Memorandum

This Explanatory Memorandum accompanies the Notice of virtual AGM of the Company to be held at 4.00 pm (AEDT) on Friday, 24 November 2023.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in, and should be read in conjunction with, the Notice.

A. Consideration of Financial Statements and Reports

The Company's 2023 Annual Report, which includes the Financial Report and the Report of the Directors and of the Company's Auditor for the year ended 30 June 2023, is available at <https://clime.com.au/clime-private-limited/>.

In accordance with Section 317 of the Corporations Act, Directors of a public company are required to lay the Company's Financial Report, Directors' Report and Auditor's Report (together comprising the Annual Report) for the previous financial year before its Shareholders at its AGM.

There is no requirement under the Corporations Act or the Constitution for a formal resolution on this item of business and, as such, there will be no formal resolution put to the AGM. However, Shareholders will be given a reasonable opportunity to ask questions about or make comments on the Company's Financial Report, the Directors' Report and Auditor's Report, and the management of the Company.

Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the Annual Report they wish to discuss. Representatives of the Company's Auditor, Pitcher Partners, will be present for discussion purposes on matters relevant to the audit.

There is no requirement for Shareholders to approve any of these reports.

Glossary

In this Explanatory Memorandum, and the Notice:

AEDT means Australian Eastern Daylight Time.

AGM or **Annual General Meeting** means the annual general meeting of the Company the subject of this Notice scheduled to occur on **Friday, 24 November 2023**.

Annual Report means the Company's annual financial report, Directors' Report and Auditor's Report in respect of the financial year ended 30 June 2023.

Auditor means the auditor of the Company, being Pitcher Partners.

Auditor's Report means the annual Auditor's Report prepared under Chapter 2M of the Corporations Act for the Company.

Board means the Board of Directors of the Company.

CPL or **Company** means Clime Private Limited (ACN 614 090 309).

Constitution means the constitution of the Company as at the commencement of the AGM.

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

Director means a Director of the Company.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice.

Notice means this notice of annual general meeting dated 31 October 2023 and accompanying Explanatory Memorandum.

Shareholder means a holder of a Share.

Share means an ordinary share in the capital of the Company.



All Correspondence to:

- By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- By Fax:** +61 2 9290 9655
- Online:** www.boardroomlimited.com.au
- By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an 'X' and make the correct in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

TO APPOINT SOMEONE TO ATTEND THE MEETING ON YOUR BEHALF COMPLETE THE PROXY FORM

For your proxy to be effective it must be recorded **before 4:00pm (AEDT) on Wednesday, 22 November 2023.**

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.
If you wish to appoint someone as your proxy to attend the meeting on your behalf please write the full name of that individual or body corporate. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 2 SIGN THE FORM

The form **must** be signed as follows:
Individual: This form is to be signed by the securityholder.
Joint Holding: where the holding is in more than one name, all the securityholders should sign.
Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 3 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **4:00pm (AEDT) on Wednesday, 22 November 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged by:

- By Fax** + 61 2 9290 9655
- By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- In Person** Boardroom Pty Limited
Level 8, 210 George Street,
Sydney NSW 2000 Australia

STEP 1 APPOINT A PROXY

I/We being a member/s of Clime Private Limited (Company) and entitled to attend and vote hereby appoint, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Level 12, 20 Hunter Street, Sydney NSW 2000 on Friday, 24 November 2023 at 4:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

STEP 2 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023