

Clime Private Limited
ACN 614 090 309



NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT AND PROXY FORM

Date of Meeting

Friday, 21 November 2025

Time of Meeting

2:00 pm (Sydney time)

Clime Private Limited

Level 31, Suite 2, 123 Pitt Street, Sydney NSW 2000 Australia | PO Box H90, Australia Square, NSW 1215
ABN 99 106 282 777 **P** 1300 788 568 **W** www.climecapital.com.au

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, 21 November 2025**
Time: **2.00 pm (AEDT)**
Venue: **Level 31, Suite 2, 123 Pitt Street, Sydney, NSW 2000**

BUSINESS TO BE CONSIDERED AT THE ANNUAL GENERAL MEETING

The business to be considered at the AGM is set out below. 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.

A. Consideration of Financial Statements and Reports

To receive and consider the following:

- Financial Report, Director's Report and Auditor's Report of the Company as set out in the Company's 2025 Annual Report for the year ended 30 June 2025.
- The Directors have recommended a fully franked final dividend of 0.43 cents per share for the year ending 30 June 2025.

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

B. Items for Shareholder approval

Resolution 1: Confirmation of appointment of Mr. Tushar Kale as a Director

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

"That the appointment of Mr. Tushar Kale, who was appointed as a Director of the Company by the other Directors since the last annual general meeting, be confirmed at this AGM in accordance with the Company's Constitution."

Without limitation, rule 6.3 of the Company's constitution is relevant to this resolution.

The Board recommends that Shareholders vote **In Favour** of this Resolution 1.



Resolution 2: Appointment of KPMG as External Auditor

In accordance with sound corporate governance and commercial best practice, the Company's Board initiated an audit tender process for the FY26 financial year. Following this process, KPMG was selected, and Pitcher Partners Sydney tendered its resignation as the Company's external auditor. The resignation of Pitcher Partners Sydney has been consented to by ASIC in accordance with section 329(5B) of the Corporations Act 2001 (Cth).

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

"That, for the purposes of section 327C(1) of the Corporations Act 2001 (Cth) and for all other purposes, KPMG, having consented in writing to act as auditor of the Company and being duly qualified, be appointed as the Company's external auditor to fill the vacancy created by the resignation of Pitcher Partners Sydney effective from the conclusion of this Annual General Meeting."

Other business

To consider any other business that may lawfully be brought forward in accordance with the constitution of the Company or the law.

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 9.

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 the amendments made to the *Corporations Act 2001 (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 2025.

Questions must be submitted to the Company no later than 5:00pm (AEDT) on Friday, 14 November 2025 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.

All resolutions at the Annual General Meeting will be conducted on a poll

Shareholders and proxy holders will be able to participate in the AGM by attending the meeting in person at Level 31, Suite 2, 123 Pitt Street, Sydney NSW 2000.

Shareholders and proxyholders attending will be able to ask questions and vote at the appropriate times whilst the AGM is in progress.

Registration will open at 1.30 am (AEDT) on Friday, 21 November 2025 (30 minutes before the AGM).

Voting by proxy

Any Shareholder entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this AGM.

Broadly:

- (a) if proxyholders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chairman of the AGM, who must vote the proxies as directed.

You should seek professional advice if you need any further information on this issue.

In accordance with section 249L of the Corporations Act, Shareholders are advised of the following:

- (a) a Shareholder entitled to attend and vote at the AGM has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a representative of a body corporate;
- (b) a Shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes; and



- (c) if an appointed proxy is not also the Chairman of the AGM, the proxy need not vote on a poll, however if the proxy does vote on a poll the proxy must vote as directed by the Shareholder. Where a poll is conducted and the proxyholder does not vote, the proxy appointment defaults to the Chairman of the AGM to vote as directed. If the appointed proxy is the Chairman of the AGM, the proxy must vote on a poll in the manner directed by the Shareholder.

Proxies must be:

- (a) lodged online; or
- (b) delivered to the Company's share registry, Boardroom Pty Limited, (by hand, post or facsimile as specified below),

no later than 2:00pm (AEDT) on Wednesday, 19 November 2025.

Online: <https://www.votingonline.com.au/cplagm2025>

By hand: Boardroom Pty Limited
Level 8, 210 George Street Sydney NSW 2000 Australia

Postal deliveries: Boardroom Pty Limited GPO Box 3993,
Sydney, NSW 2000

Proxy Form

A Proxy Form has been enclosed with this Notice. Please read all instructions carefully prior to completing the Proxy Form.

Undirected Proxies

The Chairman of the AGM intends to vote undirected proxies (where he has been appropriately authorised) in favour of the resolutions to be considered at the AGM, to the extent permitted by law. If a Shareholder appoints the Chairman of the AGM as their proxy, expressly or by default, and they do not direct the Chairman how to vote on a resolution, by completing and returning the Proxy Form they will be expressly authorising the Chairman of the Meeting to exercise the proxy and vote as the Chairman sees fit on a resolution.

Voting by attorney

A Shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the AGM, the instrument effecting the appointment (or a certified copy of it) must be received by the Company no later than 2:00 pm (AEDT) on Wednesday, 19 November 2025.



Corporate representatives

A body corporate that is a Shareholder, or that has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements of section 250D of the Corporations Act. Written notice of the appointment, including any authority under which it is signed, must be provided to the Company no later than 2:00 pm (AEDT) on Wednesday, 19 November 2025, unless it has previously been given to the Company.

Entitlement to vote

The Company has determined that for the purposes of the AGM all shares will be taken to be held by the persons who held them as registered Shareholders at 7.00pm (AEDT) on Wednesday, 19 November 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Scrutineer

The Company's registrar, Boardroom Pty Limited, will act as scrutineer for the poll conducted at the AGM.

By order of the Board.



John Abernethy

Chairman

Dated: 31 October 2025

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 2.00 pm (AEDT) on Friday, 21 November 2025.

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 2025 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 2025, is available at <https://clime.com.au/clime-private-limited/>. The Directors are also recommending a final fully franked dividend of 0.43 cents per share for the year ending 30 June 2025.

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.

B. Items for Shareholder approval

Resolution 1: Confirmation of appointment of Mr. Tushar Kale as a Director

Mr. Kale was appointed as director of the company by the other directors since the last annual general meeting of the Company held on 22 November 2024. Rule 6(3) of the Company's Constitution provides that if a person is appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next annual general meeting. If the appointment is not confirmed, the person ceases to be a director of the company at the end of the annual general meeting. As such, Mr. Kale seeks confirmation of his appointment at this AGM.

Tushar Kale was appointed as the Chief Financial Officer of Clime Investment Management Limited in September 2023. He has over 20 years of financial services experience across Funds Management, Superannuation and Financial Advice having worked at Mercer Australia, AMP Investments, ING Australia, ANZ Bank, Insignia, and Australian Unity prior to joining Clime. Tushar holds a Bachelor of Economics (Accounting), a Graduate Diploma of Applied Finance, is a CPA, and graduate of the Australian Institute of Company Directors.



Resolution 1 provides for the confirmation of the appointment of Mr. Tushar Kale as Director of Clime Private Limited in accordance with the company's Constitution.

The Directors (excluding Mr. Tushar Kale) unanimously recommend that Shareholders vote **In Favour** of Resolution 1.

Resolution 2: Appointment of KPMG as External Auditor

Pitcher Partners Sydney has been the external Auditor for the Company since its incorporation in 2016. In line with the Company's commitment to sound corporate governance and commercial best practice, the Company's Board initiated an audit tender process for the FY26 financial year.

Following a competitive tender process, the Board selected KPMG to be appointed as the new external auditor of the Company. As a result, Pitcher Partners Sydney submitted its resignation. This resignation has been consented to by the Australian Securities and Investments Commission (ASIC) pursuant to section 329(5B) of the Corporations Act 2001 (Cth). KPMG has also provided written consent to act as auditor and satisfies all eligibility requirements under the Corporations Act 2001 (Cth).

The Directors unanimously recommend that Shareholders vote **In Favour** of Resolution 2.

The Chairman will vote all undirected proxies **In Favour** of Resolution 2. If you wish to vote "against" Resolution 2 or "abstain" from voting on Resolution 2 you should mark the relevant box in the attached Proxy Form.

Glossary

In this Explanatory Memorandum, and the Notice:

AEDT or Sydney time 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, 21 November 2025**.

Annual Report means the Company's annual financial report, Directors' Report and Auditor's Report in respect of the financial year ended 30 June 2025.

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 2025 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 VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (AEDT) on Wednesday, 19 November 2025.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/cplagm2025>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. 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.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

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 3 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 4 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 **2:00pm (AEDT) on Wednesday, 19 November 2025.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/cplagm2025>

📠 **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

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

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 correction 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.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Clime Private Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) 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 31, Suite 2, 123 Pitt Street, Sydney NSW 2000 Australia on Friday, 21 November 2025 at 2:00pm (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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Confirmation of appointment of Mr. Tushar Kale as a Director	☐	☐	☐
Resolution 2	Appointment of KPMG as External Auditor	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2025