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**8IP EMERGING COMPANIES LIMITED**  
**ACN 608 411 347**

## **NOTICE OF ANNUAL GENERAL MEETING**

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***TAKE NOTICE** that the Annual General Meeting of Shareholders of the Company will be held at the time, date and place specified below:*

**Time:** 11.00am (AEDT)  
**Date:** Wednesday, 21 November 2018  
**Place:** Level 22, 19 Martin Place, Sydney NSW 2000

For personal use only

## AGENDA

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### ORDINARY BUSINESS

#### Financial Statements and Reports

To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2018.

#### Resolution 1 Adoption of the Remuneration Report

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

*"That the Company adopt the Remuneration Report for the year ended 30 June 2018 in accordance with Section 250R(2) of the Corporations Act."*

**Note:** This resolution is advisory only and does not bind the Company or the Directors.

#### Voting Exclusion Statement:

*In accordance with sections 250BD(1) and 250R(4) of the Corporations Act, no member of the Key Management Personnel (KMP) of the Company, details of whose remuneration are included in the Remuneration Report, or a member of the KMP of the Group at the date of the meeting acting as proxy or a Closely Related Party of any such member may vote on Resolution 1.*

*However, in accordance with the Corporations Act, a person described above may vote on Resolution 1 if:*

- it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or*
- it is cast by the Chair as proxy for a person who is permitted to vote, in accordance with an express direction specified on the proxy form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.*

*If the Chair is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their proxy form the way the Chair must vote, in favour of Resolution 1.*

#### Resolution 2 Election of Director – Robin Burns

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

*"That Mr Robin Burns, being a Director who retires in accordance with clause 3.3 of the Company's Constitution and ASX Listing Rule 14.4 and being eligible, be re-elected as a Director of the Company."*

#### Resolution 3 Election of Director – Geoff Wilson AO

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

*"That Mr Geoff Wilson AO, being a Director who retires in accordance with clause 3.3 of the Company's Constitution and ASX Listing Rule 14.4 and being eligible, be re-elected as a Director of the Company."*

#### Resolution 4 Re-Election of Director – Kerry Series

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

*"That Mr Kerry Series, being a Director who retires by rotation in accordance with clause 3.6 of the Company's Constitution and ASX Listing Rule 14.5 and being eligible, be re-elected as a Director of the Company."*

## Resolution 5 Approval of Changes to the Investment Management Agreement

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

*"That the Investment Management Agreement between the Company and Eight Investment Partners Pty Limited dated 15 September 2015 and amended 26 November 2015 be amended as follows:*

- *Schedule 2 Part A, Investment Guideline - "The Company must invest predominantly in securities of companies that are listed on the ASX and have a market capitalisation of less than \$500 million at the time of purchase of the Company" be replaced by "The Company must invest predominantly in securities of companies that are listed on the ASX but which do not comprise the S&P/ASX100 Index.";*
- *Schedule 2 Part A, Investment Guideline - "Up to 30% of the Company's NTA may be in previously held assets whose companies have grown their market capitalisation above \$500 million." be deleted;*
- *Schedule 2 Part A, Investment Guideline - "Up to 20% of the Portfolio's value can be held in cash or cash instruments (including certificates of deposit and bank bills." be replaced by "Up to 100% of the Portfolio's value can be held in cash or cash instruments (including certificates of deposit and bank bills).";*
- *Schedule 2, Part A, Permitted Investments "securities of foreign exchange listed companies (e.g. New Zealand), provided that the companies have a market capitalisation of less than \$500 million;" be replaced by "securities of foreign exchange listed companies (e.g. New Zealand)."; and*
- *Schedule 2, Part B, Investment Objective - "...to deliver capital growth over the long-term by investing in a concentrated portfolio of primarily companies listed on the ASX with a market capitalisation of less than \$500 million at the time of first purchase." be replaced by "...to deliver capital growth over the long-term by investing in a concentrated portfolio primarily made up of companies listed on the ASX but which do not comprise the S&P/ASX100 Index."*

## Resolution 6 Approval of Non-Executive Director Fee Pool

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

*"That for the purposes of ASX Listing Rule 10.17 and Clause 10.2 of the Company's Constitution and for all other purposes, the maximum aggregate amount of Directors' fees payable to the Company's non-executive Directors per annum is increased by \$110,000, from \$90,000 per annum to \$200,000 per annum."*

### **Voting Exclusion Statement:**

*The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:*

- *A Director of the Company; or*
- *An associate of a Director excluded from voting.*

*However, the Company will not disregard a vote if:*

- *It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- *It is cast by the Chair 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.*

### **BY ORDER OF THE BOARD**



Laura Newell  
Company Secretary

19 October 2018

## NOTES

### 1. Explanatory Memorandum

The Explanatory Memorandum and the annexure accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting and should be read in conjunction with this Notice of Meeting.

### 2. Entitlement to Vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEDT) on 19 November 2018. This means that any Shareholder registered at 7.00pm (AEDT) on 19 November 2018 is entitled to attend and vote at the Meeting.

### 3. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- (a) A proxy need not be a Shareholder.
- (b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- (c) If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- (g) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgment of the form with the Company.
- (h) The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- (i) If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- (j) The Proxy Form (together with any relevant authority) must be received by no later than 11.00am (AEDT) on 19 November 2018.
- (k) The completed Proxy Form may be:
  - mailed to the address on the Proxy Form;
  - faxed to 8IP Emerging Companies Limited, Attention Company Secretary, on facsimile number +61 2 9290 9655; or
  - emailed to [Boardroom.Meetings@boardroomlimited.com.au](mailto:Boardroom.Meetings@boardroomlimited.com.au)

### 4. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority can be mailed or faxed to the Company at least 24 hours before the Meeting. Alternatively, this document can be lodged at the registration desk on the day of the Meeting.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of the Company to be held at 11.00am (AEDT) on 21 November 2018 at Level 22, 19 Martin Place, Sydney NSW 2000.

This Explanatory Memorandum is to assist the Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

### **Resolution 1: Adoption of the Remuneration Report**

The Corporations Act requires that at a listed Company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2018.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

#### **Voting consequences**

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the executive Directors of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

#### **Voting Restrictions**

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) the Chair or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chair is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chair to do so.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

#### **Resolution 2: Election of Director – Robin Burns**

The Company's Constitution provides that a Director who was appointed by the Board automatically retires at the next annual general meeting and becomes eligible for election at that general meeting. Mr. Robin Burns retires and, being eligible, wishes to stand for election in accordance with clause 3.3 in the Company's Constitution and ASX Listing Rule 14.4. Mr. Robin Burns was appointed as a Director of the Company on 10 April 2018.

Robin Burns is an experienced director with almost 30 years of leadership experience in the financial services sector. His senior executive roles have included Managing Director and CEO of Equity Trustees, CEO of Equisuper and CEO risk at AXA Australia. Robin is currently a non-executive director and audit committee chairman for Indue and is a member of the PIMCO Australia compliance committee.

Mr. Burns abstaining, the Directors unanimously recommend that the Shareholders vote in favour of Resolution 2.

#### **Resolution 3: Election of Director – Geoff Wilson AO**

The Company's Constitution provides that a Director who was appointed by the Board automatically retires at the next annual general meeting and becomes eligible for election at that general meeting. Mr. Geoff Wilson AO retires and, being eligible, wishes to stand for election in accordance with clause 3.3 in the Company's Constitution and ASX Listing Rule 14.4. Mr. Geoff Wilson AO was appointed as a Director of the Company on 10 April 2018.

Geoff Wilson has over 38 years' direct experience in investment markets having held a variety of senior investments roles in Australia, the UK and the US. Geoff founded Wilson Asset Management in 1997. Geoff created Australia's first listed philanthropic wealth creation vehicles, Future Generation Investment Company and Future Generation Global Investment Company. Geoff holds a Bachelor of Science, a Graduate Management Qualification and is a Fellow of the Financial Services Institute of Australia and the Australian Institute of Company Directors (AIDC).

Mr. Wilson AO abstaining, the Directors unanimously recommend that the Shareholders vote in favour of Resolution 3.

#### **Resolution 4: Re-Election of Director – Kerry Series**

The Company's Constitution provides that an election of directors must be held at each annual general meeting. Mr. Kerry Series retires and, being eligible, wishes to stand for re-election in accordance with clause 3.6 in the Company's Constitution and ASX Listing Rule 14.5. Mr. Kerry Series was appointed as a Director of the Company on 24 September 2015.

Kerry Series has advised or invested in equities since 1992. In 1999 he co-founded Perennial Investment Partners, which achieved strong investment performance and reached \$20 billion in assets under management within eight years. Prior to co-founding Eight Investment Partners, he was the Head of Asia Pacific Equities at AMP Capital where he was responsible for three investment teams that managed approximately \$5 billion of assets. Kerry also spent time in Hong Kong where he was an Investment Director for HSBC Asset Management.

Kerry Series has a Bachelor of Science (Economics) from Birkbeck College, University of London; is a Certified Investment Management Analyst (CIMA); and holds a UK Securities Industry Diploma.

Mr. Series abstaining, the Directors unanimously recommend that the Shareholders vote in favour of Resolution 4.

#### **Resolution 5: Approval of changes of the Investment Management Agreement**

The Company has an investment management agreement with Eight Investment Partners Pty Limited dated 15 September 2015 and amended 26 November 2015 (**Agreement**). As outlined in the Prospectus, the Investment Guidelines in the Agreement were set to comply with Significant Investment Visa (**SIV**) requirements to enable such investors to be Shareholders. However, the Company has not attracted meaningful interest from SIV investors and a number of the guidelines are an impediment to managing the Company. This Resolution proposes that the Agreement be amended to enable investments in companies which do not comprise the S&P/ASX100 Index and to hold up to 100% cash. This will mean that the Company will no longer be SIV compliant.

From the time that Shares in the Company no longer qualify as a Complying Investment constituting a Complying Significant Investment a SIV Shareholder has a 10 business day 'allowable non-compliance period' in which to sell the Shares before the investment is deemed non-compliant. After selling the Shares section 5.19C(8) of the Migration Regulations allows a SIV Shareholder no more than 30 days to re-invest a corresponding sum to that which was withdrawn in a Complying Investment that constitutes a Complying Significant Investment before the investment ceases to constitute a Complying Significant Investment.

The benefits for the Company and the Shareholders are:

- access to a wider investment universe (over 100 additional companies) while maintaining a small companies focus;
- increased portfolio liquidity;
- access to a wider group of potential investors;
- improved hedging efficiency as a greater correlation with available index futures might be expected from a portfolio of ASX listed companies which do not comprise the S&P/ASX100 Index than a portfolio based on the current guidelines;
- ability to hold cash as an alternative to using index futures to reduce market risk; and
- possible reduction in risk in the event of a substantial market correction that impacted more adversely on micro cap securities than small company securities.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 5.

#### **Resolution 6: Approval of Non-Executive Director Fee Pool**

The ASX Listing Rules (Listing Rule 10.17) and the Company's constitution provide that the maximum amount of Non-Executive Director remuneration (**Fee Pool**) must not be increased without the approval of the Company's shareholders at a general meeting.

Resolution 6 seeks shareholder approval to increase the Fee Pool from \$90,000 to \$200,000 per annum (an increase of \$110,000 per annum).

The increase would allow for future increases in fees to maintain market competitiveness to reflect increasing demands on Non-Executive Directors, with a view to attracting and retaining high quality Non-Executive Directors with an appropriate range of skills, expertise and diversity. The proposed increased pool reflects a maximum limit and it does not impose an obligation for Directors to pay out the entire Fee Pool.

As required to be disclosed pursuant to Listing Rule 10.17, the following securities were issued to Non-Executive Directors or their associates under either Listing Rule 10.11 or 10.14 with shareholder approval in the last three years: Jonathan Sweeney was allotted 150,000 options and Tony McDonald was allotted 20,000 options on the same basis as all initial shareholders, being one option for every two shares purchased, in accordance with the Prospectus dated 14 October 2015.

In addition, Non-Executive Directors or their associates hold the following Shares: Jonathan Sweeney 350,000 Shares, Tony McDonald 80,000 Shares, Geoff Wilson 1,556,973 Shares. Robin Burns does not hold any Shares. These shares were acquired by the Non-Executive Directors either in the initial offer or through on-market purchases.

As the Directors have an interest in the outcome of Resolution 6, the Board does not believe it is appropriate to make a recommendation to the Shareholders as to how to vote in relation to Resolution 6.

## GLOSSARY

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**Agreement**" means the investment management agreement between the Company and Eight Investment Partners Pty Limited dated 15 September 2015 and amended 26 November 2015;

"**Annual General Meeting**" means the meeting convened by the Notice of Meeting;

"**ASIC**" means the Australian Securities & Investments Commission;

"**ASX**" means ASX Limited (ACN 008 624 691);

"**ASX Listing Rules**" or "**Listing Rules**" means the Official Listing Rules of the ASX;

"**Board**" means the board of Directors of the Company;

"**Chair**" means the chair of the Annual General Meeting;

"**Closely Related Party**" of a member of the Key Management Personnel means:

- (a) A spouse or child of the member;
- (b) A child of the member's spouse;
- (c) A dependant of the member or the member's spouse;
- (d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) A company the member controls; or
- (f) A person prescribed by the Corporation Regulations;

"**Company**" means 8IP Emerging Companies Limited (ACN 608 411 347);

"**Complying Investment**" has the meaning given to that term in the Migration Regulations;

"**Complying Significant Investment**" has the meaning given to that term in the Migration Regulations;

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulations**" means the *Corporations Regulations 2001* (Cth);

"**Directors**" means the current Directors of the Company;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Group**" means the Company and its controlled entities;

"**Key Management Personnel**" or "**KMP**" has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting convened by this Notice;

"**Migration Regulations**" means the *Migration Regulations 1994* (Cth);

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 21 November 2018 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Remuneration Report**" means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report for the year ended 30 June 2018;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Shareholder**" means a registered holder of a Share in the Company;

"**Share**" means a fully paid ordinary share in the capital of the Company; and

"**SIV**" means Significant Investment Visa.





**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](http://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 11:00am (AEDT) on Monday, 19 November 2018.**

### TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/8ecagm2018>

**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 **11:00am (AEDT) on Monday, 19 November 2018.** 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/8ecagm2018>
-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
-  **By Email** [Boardroom.Meetings@boardroomlimited.com.au](mailto:Boardroom.Meetings@boardroomlimited.com.au)
-  **In Person** Boardroom Pty Limited  
Level 12, 225 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.

# 8IP Emerging Companies Limited

ACN 608 411 347

## 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 **8IP Emerging Companies 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 22, 19 Martin Place, Sydney NSW 2000 on Wednesday, 21 November 2018 at 11:00am (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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 6, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 6 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 6). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### 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	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Robin Burns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Geoff Wilson AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-Election of Director – Kerry Series	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Changes to the Investment Management Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Non-Executive Director Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 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 / / 2018