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# THE AGENCY GROUP AUSTRALIA LTD

## ACN 118 913 232

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### ADDENDUM TO NOTICE OF MEETING

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The Agency Group Australia Ltd (ACN 118 913 232) (**Company**), hereby gives notice to shareholders of the Company that, in relation to the Notice of General Meeting dated 15 October 2018 (**Notice of Meeting**) in respect of a general meeting of Shareholders to be held at 10.00am (WST) on Thursday, 15 November 2018 at 68 Milligan Street, Perth (**Meeting**), the Directors have determined to amend and supplement the information contained in the Notice of Meeting provided to Shareholders by this addendum to the Notice of Meeting (**Addendum**) for the purposes set out below.

Definitions in the Notice of Meeting have the same meaning in this Addendum. In the event of any inconsistency the definitions used in this Addendum prevail.

This Addendum is supplemental to the original Notice of Meeting and should be read in conjunction with the original Notice of Meeting.

#### **Adjournment of Meeting**

For the reasons set out below and elsewhere in this Addendum, the Company proposes to adjourn the Meeting to **9.00 am (WST) on Wednesday, 28 November 2018 at 68 Milligan Street, Perth (Adjourned Meeting)** in order for Shareholders to have adequate time to consider the supplemental information before voting on the Resolution (as amended).

#### **Background**

The pro-forma statement of financial position of the Company that is included in Schedule 1 of the Notice of Meeting is based on the unaudited financial position of the Company on 30 April 2018.

Since the issuing of the Notice of Meeting, the Directors have determined that in order to provide a more accurate background to the Acquisition, the Shareholders should receive a more up-to-date financial position of the Company and the effect of the Acquisition on the Company. In order to achieve this, the Company has prepared an updated pro forma balance sheet using the audited financial position of the Company as at 31 August 2018. The Independent Expert, Nexia Perth Corporate Finance Pty Ltd, has confirmed that no changes are required to the Independent Expert's Report as a consequence of the updated pro-forma statement of financial position.

As a result of this proposed change the Directors have determined to amend and supplement the information contained in the Notice of Meeting provided to Shareholders by this Addendum. As a result of the adjournment of the Meeting, the indicative timetable for the Consolidation has been amended, as has the anticipated timetable for the key business the subject of the Resolutions.

#### **Proxy Forms**

The Company confirms that there have been no changes to the Proxy Form previously dispatched to Shareholders and this Proxy Form is annexed to this Addendum to the Notice of Meeting. Shareholders are advised that:

- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you wish to change your vote, you must complete and return the Proxy Form** annexed to this Addendum to the Notice of Meeting.

- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you do not wish to change your vote, you do not need to take any action** as the earlier submitted Proxy Form will be accepted by the Company unless you submit a new Proxy Form.
- If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of Meeting, please complete and return the Proxy Form annexed to this Addendum to the Notice of Meeting.

To vote in person, please attend the Meeting at the time, date and place set out above.

By this Addendum to the Notice of Meeting, the Notice of Meeting and the Explanatory Statement to the Notice of Meeting are amended and supplemented by the information set out in this Addendum to the Notice of Meeting.

## SUPPLEMENTARY EXPLANATORY MEMORANDUM

The indicative timetable for completion of the Consolidation that is found in Section 1.5 of the Explanatory Statement is deleted and replaced by the following:

Event	Date
Company announces consolidation and sends out Notice of Meeting.	Wednesday, 17 October 2018
Company tells ASX that Shareholders have approved the consolidation.	Wednesday, 28 November 2018
Last day for trading shares on a pre- consolidation basis	Thursday, 29 November 2018
Trading commences in the post- consolidation Shares on a deferred settlement basis	Friday, 30 November 2018
Last day for registration of transfers of Shares on a pre-consolidation basis	Monday, 3 December 2018
First day for the Company to send notice to Shareholders of change of holdings as a result of the consolidation	Tuesday, 4 December 2018
Deferred settlement trading ends	Monday, 10 December 2018
Last day for the Company to register Shares on a post- consolidation basis	Monday, 10 December 2018
Last day for the Company to send notice to shareholders of change of holdings as a result of the consolidation	Monday, 10 December 2018
Normal settlement trading (T+2) in the Company's Shares recommences	Tuesday, 11 December 2018

The anticipated timetable for the key business the subject of the Resolutions that is found in Section 2.8 of the Explanatory Statement is deleted and replaced by the following:

Event	Indicative Timing*
Dispatch of Notice of Meeting	17 October 2018
General Meeting of Shareholders ASX notified whether Shareholders' approval has been granted for the Resolutions	28 November 2018
Capital Raising completed	12 December 2018
Subject to Directors' satisfaction that the conditions precedent in Amended and Restated Option Agreement are satisfied (or waived in accordance with its terms), Settlement, of the Acquisition including issue of the Shares contemplated by this Notice	17 December 2018
Commencement of trading of Shares on ASX	18 December 2018

\*The Directors reserve the right to change the above indicative timetable without requiring any disclosure to Shareholders or Option holders.



**Stuart Usher**  
**Company Secretary**  
**Dated: 13 November 2018**

**BY ORDER OF THE BOARD**

### **Enquiries**

Shareholders are requested to contact the Company Secretary on +61 8 6380 2555 if they have any queries in respect of the matters set out in these documents.

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**ANNEXURE – REPLACEMENT SCHEDULE 1**

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**Schedule 1 – Pro Forma Statement of Financial Position**

	<b>Un-Audited 31-Aug 2018 \$</b>	<b>Pro forma 31-Aug 2018 \$</b>
<b>Current Assets</b>		
Cash and cash equivalents	853,278	6,387,941
Trade and other receivables	3,423,825	6,353,700
Current tax asset	191,102	214,774
<b>Total Current Assets</b>	<b>4,468,205</b>	<b>12,956,415</b>
<b>Non Current Assets</b>		
Property, Plant and Equipment	670,607	3,078,063
Intangible Assets	4,462,505	31,877,280
Deferred tax	-	3,610,916
Financial Assets	408,182	528,653
<b>Total Non Current Assets</b>	<b>5,541,294</b>	<b>39,094,912</b>
<b>Total Assets</b>	<b>10,009,499</b>	<b>52,051,327</b>
<b>Current Liabilities</b>		
Trade and Other Payables	8,243,557	11,807,514
Borrowings	1,100,000	250,000
Provisions	354,420	767,420
<b>Total Current Liabilities</b>	<b>9,697,977</b>	<b>12,824,934</b>
<b>Non Current Liabilities</b>		
Borrowings	-	17,639,350
Lease incentives	-	779,279
Trade and other creditors	-	396,146
Deferred tax liabilities	188,220	350,464
Provisions	63,940	542,381
<b>Total Non Current Liabilities</b>	<b>252,160</b>	<b>19,707,620</b>
<b>Total Liabilities</b>	<b>9,950,137</b>	<b>32,532,554</b>
<b>Net Assets/(Liabilities)</b>	<b>59,362</b>	<b>19,518,773</b>
<b>Equity</b>		
Contributed Equity	11,480,382	30,928,382
Reserves	566,430	566,430
Accumulated Losses	(11,987,450)	(11,976,039)
<b>Total Equity/(Net Deficiency)</b>	<b>59,362</b>	<b>19,518,773</b>

The unaudited balance sheet as at 31 August 2018 and the unaudited pro-forma balance sheet as at 31 August 2018 shown above have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming no Options are exercised prior to the date of this meeting and including expenses of the Offers.

The pro-forma balance sheet has been prepared to provide shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

The pro-forma balance sheet does not include a revaluation of the Intangible Assets.

The pro-forma balance sheet shows the effect of the acquisition of Top Level Real Estate Pty Ltd and Vicus Residential Pty Ltd.

The Independent Expert, Nexia Perth Corporate Finance Pty Ltd, has confirmed that no changes are required to the Independent Expert's Report as a consequence of the updated pro-forma statement of financial position.

## LODGE YOUR VOTE ONLINE



### ONLINE VOTE

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



### MOBILE DEVICE VOTE

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

## 2018 GENERAL MEETING PROXY FORM

I/We being shareholder(s) of The Agency Group Australia Ltd and entitled to attend and vote hereby:

STEP 1

### APPOINT A PROXY

The Chairman of the meeting

OR



**PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held **at 68 Milligan Street, PERTH WA 6000 on 28 November 2018 at 9.00am (WST)** and at any adjournment or postponement of that Meeting.

### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

STEP 2

### VOTING DIRECTIONS

#### Agenda Items

		For	Against	Abstain*
1	Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Change to Nature and Scale of Activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval to Issue Consideration Shares to Majority Shareholders of Top Level Real Estate Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Issue of Consideration Shares to Minority Shareholders of Top Level Real Estate Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Issue of Shares upon Conversion of Top Level Loans – Unrelated Parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Issue of Shares upon Conversion of Top Level Loans– Related Party – John Kolenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Issue of Shares – Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Issue of Shares to Related Party – John Kolenda – Participation in Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Issue of Shares to Lead Manager	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Election of Director – Matthew Lahood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Issue of Shares to Related Party – Paul Niardone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Issue of Options to Related Party – Adam Davey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	Acquisition of Vicus Residential Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	Issue of Shares for Acquisition of Vicus Residential Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* 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 votes will not be counted in computing the required majority on a poll.

STEP 3

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares 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 they choose to the extent they are permitted by law. If you mark more than one box on an item, your vote on that item will be invalid.

**PLEASE NOTE:** If you appoint the Chairman as your proxy (or if he is appointed by default) but do not direct him how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), the Chairman may vote as he sees fit on that item.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) On each Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) Return both forms together.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

#### Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 9.00am (WST) on 26 November 2018, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 9262 3723



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033