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**THREAT PROTECT AUSTRALIA LIMITED**

**ACN 060 774 227**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10.00 am AWST  
**DATE:** Thursday, 28 November 2019  
**PLACE:** Cliftons, Room 6, Ground Floor, Parmelia House,  
191 St Georges Terrace, Perth  
PERTH WA 6000

A copy of the Threat Protect Australia Limited 2019 Annual Report can be found at:

<https://www.threatprotect.com.au/reports>

*This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on +61 8 9322 2922.*

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is given that the Annual General Meeting of the Shareholders, to which this Notice of Annual General Meeting relates, will be held at 10.00 am AWST on Thursday, 28 November 2019 at Cliftons, Room 6, Ground Floor, Parmelia House, 191 St Georges Terrace, Perth WA 6000.

### YOUR VOTE IS IMPORTANT

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The business of the Annual General Meeting affects your shareholding and your vote is important.

### VOTING ELIGIBILITY

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The Directors have determined, pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 4.00 pm AWST on Tuesday, 26 November 2019.

### VOTING IN PERSON

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

### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- /// each member has a right to appoint a proxy;
- /// the proxy need not be a member of the Company; and
- /// a member who 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 the member appoints two proxies and the appointment does not specify the proportion or number of the members' votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes mean that:

- /// if proxy holders vote, they must cast all directed proxies as directed; and
- /// any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

#### ***Proxy vote if appointment specifies way to vote***

Section 250BB (1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- /// the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- /// if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- /// if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- /// if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- ///▶ an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company members; and
- ///▶ the appointed proxy is not the chair of the meeting; and
- ///▶ at the meeting, a poll is duly demanded on the resolution; and
- ///▶ either of the following applies:
  - ▶ the proxy is not recorded as attending the meeting;
  - ▶ the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

### **DEFINED TERMS**

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Capitalised terms in this Notice of Annual General Meeting and Explanatory Statement are defined either in the “Glossary” Section or where the relevant term is first used.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### ORDINARY BUSINESS

##### Reports and Accounts

To receive and consider the Annual Financial Report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and Auditor's Report.

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#### 1. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2019 be adopted."*

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

##### Voting exclusion statement

The Company will disregard any votes cast on the Resolution:

- (a) by or on behalf of a member of Key Management Personnel as disclosed in the Remuneration Report;
- (b) by or on behalf of a Closely Related Party of a member of Key Management Personnel; and
- (c) as a proxy by a member of Key Management Personnel or a Closely Related Party,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chair pursuant to an express authorisation to exercise the proxy.

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#### 2. RESOLUTION 2 - RE-ELECTION OF DIRECTOR – MR DEREK LA FERLA

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

*"That, for the purposes of Listing Rule 14.4, Clause 11.7 of the Constitution and for all other purposes, Derek La Ferla, retires by rotation, and being eligible, is re-elected as a Director."*

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#### 3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES PURSUANT TO PLACEMENT

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 4,062,500 Shares, at an issue price of \$0.16 each, to Sophisticated Investors on 3 October 2019, as described in the Explanatory Statement."*

##### Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by any person who participated in the issue the subject of this Resolution or an associate of that person (or persons).

However, the Company need not disregard any vote if:

- (a) 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
- (b) 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.

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#### 4. RESOLUTION 4 - REPLACEMENT OF CONSTITUTION

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

*“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes.”*

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#### 5. RESOLUTION 5 - APPROVAL TO INCREASE THE AGGREGATE OF NON-EXECUTIVE FEES

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“Pursuant to ASX Listing Rule 10.17, and for all other purposes, the maximum aggregate amount payable to Non-Executive Directors of the Company, acting in the capacity as Non-Executive Directors be increased by \$200,000, from \$300,000 per annum to \$500,000 per annum.”*

##### **Voting exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by a Director and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

In addition, the Company will disregard any votes cast on the Resolution:

- (a) by or on behalf of a member of Key Management Personnel as disclosed in the Remuneration Report;
- (b) by or on behalf of a Closely Related Party of a member of Key Management Personnel; and
- (c) as a proxy by a member of Key Management Personnel or a Closely Related Party,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chairman pursuant to an express authorisation to exercise the proxy.

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#### 6. RESOLUTION 6 - RATIFICATION OF PRIOR ISSUE OF SHARES

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 8,000,000 Shares, at an issue price of \$0.25 each, to the vendors of Onwatch Pty Ltd on 30 April 2019, as described in the Explanatory Statement.”*

##### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution by any person who participated in the issue the subject of this Resolution or an associate of that person (or persons).

However, the Company need not disregard any vote if:

- (d) 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
- (e) 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.

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## 7. RESOLUTION 7 - RENEWAL OF EMPLOYEE SHARE PLAN

To consider and, if thought fit, to pass the following ordinary resolutions:

“That:

- (i) for the purposes of Listing Rule 7.2 Exception 9(b) and for all other purposes, the Employee Share Plan be and is hereby renewed for a period of 3 years from the date of this Meeting; and
- (ii) the terms of the Employee Share Plan, as described in the attached Explanatory Memorandum which accompanies this Notice of Meeting, be approved for the purposes of sections 257B, 259B and 260C of the Corporations Act 2001 (Cth) and for all other purposes.”

### Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors.

However, the Company need not disregard a vote cast if:

- (a) 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
- (b) 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.

### Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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## 8. RESOLUTION 8 - APPROVAL OF 10% PLACEMENT CAPACITY

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

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”*

### Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder); or any associate of that person (or those persons).

However, the Company need not disregard any vote if:

- (a) 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
- (b) 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.

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**OTHER BUSINESS**

In accordance with section 250(S) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Annual General Meeting.

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Dated: 17 October 2019

By Order of the Board



Peter Webse

**JOINT COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

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### 1. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

#### 1.1 General

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 company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for the company's shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 1.2 Voting consequences

Under changes to the Corporations Act, which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders, to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report, and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder 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 most recent financial year) was approved, other than the managing director 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, will be the directors of the company.

#### 1.3 Previous voting results

At the Company's previous Annual General Meeting, the votes cast against the remuneration report considered at that Annual General Meeting were not more than 25%. Accordingly, the Spill Resolution will not be relevant for this Annual General Meeting.

#### 1.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (KMP) (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy, **you must direct your proxy how to vote on this Resolution.**

Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority, if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the KMP whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member), you **do not** need to direct your proxy how to vote on this Resolution.

Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in the Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

If you appoint any other person as your proxy you **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.



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## 2. RESOLUTION 2- RE-ELECTION OF DIRECTOR – MR DEREK LA FERLA

Pursuant to Clause 11.7 of the Company's Constitution and Listing Rule 14.4 one-third of the Directors (or the number nearest one third) must retire at each annual general meeting, provided always that no Director (except the Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is longer, without submitting himself or herself for re-election.

The Directors to retire are those who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, those to retire shall be determined by drawing lots unless otherwise agreed.

A Director who retires by rotation under Clause 11.7 of the Constitution is eligible for re-election.

The Company currently has four Directors and accordingly one must retire.

Mr La Ferla retires by rotation and seeks re-election.

### Biography of Mr Derek La Ferla

Mr La Ferla is an experienced corporate lawyer and company director with more than 30 years' experience. Mr La Ferla is a Partner with leading independent Western Australian firm Lavan Legal. He is also a member of the firm's Advisory Board and previously served on the Norton Rose Australia National Board (when the firm was named Deacons). Mr La Ferla has been a director of a number of listed public, private and not-for-profit companies. He is currently chairman of Sandfire Resources NL and Veris Ltd. He is a fellow of the Australian Institute of Company Directors and a Mentor under its Chair's Mentoring Program.

The Board (excluding Mr La Ferla) unanimously supports the re-election of Mr La Ferla.

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## 3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES PURSUANT TO PLACEMENT

### 3.1 General

On 3 October 2019, the Company issued 4,062,500 Shares in the Company at an issue price of \$0.16 per share to Sophisticated Investors, for the payment of cash of approximately \$650,000 of deferred consideration.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### 3.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 4,062,500 Shares were issued;
- (b) The Shares had an issue price of \$0.16 per Share;
- (c) The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) The Shares were issued to Sophisticated Investors who are not related parties of the Company; and
- (e) The additional funds raised under the issue of shares will be utilised for potential acquisitions of security monitoring companies in line with its stated acquisition growth strategy and for general working capital.

### 3.3 Directors Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

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## 4. RESOLUTION 4 - REPLACEMENT OF CONSTITUTION

### 4.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

This Resolution is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and ASX Listing Rules.

This will incorporate amendments to the Corporations Act and ASX Listing Rules since the current Constitution was adopted on 30 November 2016.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A brief summary of the material proposed differences between the existing and Proposed Constitution is set out below. This summary is not exhaustive and does not identify all of the differences between the existing and Proposed Constitutions. A copy of the Proposed Constitution is available for review by Shareholders at the Company's website <https://www.threatprotect.com.au/> and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary on +61 8 9322 2922. Shareholders are invited to contact the Company if they have any queries or concerns.

### 4.2 Summary of material proposed changes

#### (a) General update

The Proposed Constitution generally updates the various provisions in a variety of respects to reflect industry best practice, the Corporations Act and the Listing Rules in a form approved by the ASX.

#### (b) Restricted Securities

The Company notes the proposed changes to the escrow of securities outlined in paragraph 4.1 of the ASX public consultation paper dated 28 November 2018.

To facilitate the Company complying with the proposed change to the ASX Listing Rules, the Company proposes to reflect these changes at clause 3.9 of the Proposed Constitution.

#### (c) Partial (proportional) takeover provisions (new clause 14)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

#### Information required by section 648G of the Corporations Act

##### *Effect of proposed proportional takeover provisions*

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

##### *Reasons for proportional takeover provisions*

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a

minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

#### *Knowledge of any acquisition proposals*

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

#### *Potential advantages and disadvantages of proportional takeover provisions*

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (i) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (ii) assisting in preventing Shareholders from being locked in as a minority;
- (iii) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (iv) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (i) proportional takeover bids may be discouraged;
- (ii) lost opportunity to sell a portion of their Shares at a premium; and
- (iii) the likelihood of a proportional takeover bid succeeding may be reduced.

### **4.3 Directors Recommendation**

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

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## **5. RESOLUTION 5 - APPROVAL TO INCREASE THE AGGREGATE OF NON-EXECUTIVE DIRECTORS**

### **5.1 General**

The Listing Rules and the Company's Constitution require the maximum aggregate amount of Non-Executive Directors' fees for their services as Directors in any year be determined by Shareholders in general meeting. The Board has reviewed the current maximum aggregate fee limit for Non-Executive Directors which has remained unchanged at the current limit of \$300,000 p.a. since the Company's 2015 AGM.

As part of this review the Board undertook a review of Non-Executive Director remuneration with reference to companies of a similar size in Australia, as indicated by market capitalisation. No formal recommendation was received by the Board from any third party as part of this exercise. To allow for sufficient capacity to appoint up to a further two additional Non-Executive Directors, overlapping tenures as part of the Board's orderly succession planning, and for future adjustments of Non-Executive Director fees due to the increased time commitment and workload, the Board considers that an increase in the maximum aggregate fee limit is appropriate and will enable the Company to retain and attract appropriate candidates to the Board of the Company.

Shareholder approval is therefore sought to increase the maximum aggregate fee limit for the amounts that may be paid to Non-Executive Directors by \$200,000, being an increase from \$300,000 to \$500,000. The Board does not intend to fully utilise the entire increase in maximum aggregate fee limit in the short term but will utilise the added capacity, including in order to fund further Board appointments, as and when that is appropriate in the life cycle of the Company.

For the purposes of Listing Rule 10.17, the Company confirms that the following securities have been issued to non-executive directors with Shareholder approval under Listing Rule 10.11 or 10.14 during the 3 years prior to the date of this Notice:

Issue date	Directors – Unlisted Options	Expiry Date	Exercise price	ASX Listing Rule Approvals
12 February 2018	Dimitri Bacopanos – 1,428,571 Options Demetrios Pynes – 2,142,8567 Options Paolo Ferrara – 2,142,857 Options Derek La Ferla – 1,428,571 Options	31 October 2020	\$0.0485	Approval under ASX Listing Rule 10.14 on 23 November 2017

## 5.2 Directors Recommendation

Given their interest in the matter, the Directors make no recommendation in relation to Resolution 5.

## 6. RESOLUTION 6 - RATIFICATION OF PRIOR ISSUE OF SHARES

### 6.1 General

On 30 April 2019, the Company issued 8,000,000 Shares in the Company at an issue price of \$0.25 per share to the vendors of Onwatch Pty Ltd (**Onwatch**), the payment of cash of approximately \$32,200,000 and \$1,500,000 of deferred consideration, payable 12 months from the date of acquisition.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### 6.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (f) 8,000,000 Shares were issued;
- (g) The Shares had an issue price of \$0.25 per Share;
- (h) The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (i) The Shares were issued to the vendors of Onwatch, who are not related parties of the Company; and
- (j) The acquisition will enable the Company to capitalise on the expansion into the East coast, such as Victoria and New South Wales, and further diversify the Company's connection base and stable of resellers. The acquisition will aid new monitoring revenue streams, cost and diversification benefits.

### 6.3 Directors Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

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## 7. RESOLUTION 7 - RENEWAL OF EMPLOYEE SHARE PLAN

### 7.1 Background

The Employee Share Plan was approved by Shareholders at the Annual General Meeting held on 29 November 2016. A summary of the key terms of the Employee Share Plan is set out in Annexure B to this Explanatory Statement. The main purpose of the Employee Share Plan is to give an additional incentive to employees of the Company to provide dedicated and ongoing commitment and effort to the Company, and for the Company to reward its employees for their efforts. Shares issued under the Employee Share Plan will rank pari passu in all respects with the Company's existing Shares.

### 7.2 Purpose of approval

Under the Listing Rules, a company is not specifically required to seek shareholder approval for the Employee Share Plan. However, subject to the exceptions in Listing Rule 7.2, Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue equity securities (including shares, performance rights and options) equal to an amount of more than 15% of a company's ordinary capital in any 12 month period without shareholder approval. Exception 9(b) of Listing Rule 7.2 permits securities issued under an employee incentive scheme such as the Employee Share Plan, to be excluded from the 15% limit where the Shareholders have approved the issue of securities under the employee incentive scheme within three years before the date they are issued.

Shareholder approval is therefore being sought for the issue of securities under the Employee Share Plan for the purposes of Exception 9(b) of Listing Rule 7.2.

Such shareholder approval will also provide the Company with the benefit of exemption in section 260C(4) of the Corporations Act for financial assistance provided under an employee share scheme approved by shareholders.

### 7.3 Information required by ASX Listing Rule 7.2

In accordance with Listing Rule 7.2, Exception 9(b), the following information is provided in relation to the renewal of the Employee Share plan:

(a) **Terms of the scheme**

A summary of the terms of the Employee Share Plan is set out in Appendix B to this Explanatory Statement.

(b) **Number of Securities Issued since Date of Last Approval**

Since the Employee Share Plan was approved by Shareholders on 29 November 2016, a total of 9,852,731 Shares have been issued.

### 7.4 Section 257B, 259B and 260C of the Corporations Act

(a) **Employee share scheme buy-back**

Section 257B(1) of the Corporations Act sets out the procedure for various forms of share buy-back, including an 'employee share scheme buy-back'. In order for the Company to undertake a buy-back of Shares under the Employee Share Plan (e.g. in situations where Shares are forfeited by participants in accordance with their terms of issue) using the employee share scheme buy-back procedure under the Corporations Act, the Employee Share Plan must be approved by Shareholders. Accordingly, Shareholders are asked to approve the Employee Share Plan in order for the Company to undertake a buy-back of Shares under the Plan using the employee share scheme buy-back procedure.

(b) **Enable the Company to take security over its own shares**

Section 259B(1) of the Corporations Act prohibits a company taking security over shares in itself or in a company that controls it, unless one of the exceptions in subsections 259B(2) or 259B(3) applies. Section 259B(2) provides that a company may take security over shares in itself under an employee share scheme that has been approved by a resolution passed at a general meeting of the company. Shareholders are asked to approve the Employee Share Plan in order for the Board to have the ability to take security over its shares issued under the Employee Share Plan and the respective loan agreement to be entered into between the Company and the eligible participant.

(c) **Financial assistance**

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (i) giving the assistance does not materially prejudice the interests of the company or its shareholders of the company's ability to pay its creditors;

- (ii) the assistance is approved by shareholders under section 260B; or
- (iii) the assistance is exempted under 260C.

Section 260C(4) of the Corporations Act provides for certain specific instances of exempted financial assistance, including a special exemption for employee share schemes that have been approved by a resolution passed at a general meeting of a company.

As an integral feature of the Employee Share Plan, the Company will provide financial assistance to participants in the form of loans, which will take the form of interest free and fee-free, limited recourse loans.

Whilst the Board does not believe that the provision of financial assistance to participants to enable them to participate in the Employee Share Plan will materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors, the Board has recommended that shareholder approval is sought to approve the Employee Share Plan to ensure that the Employee Share Plan qualifies for the special exemption under section 260C(4) of the Corporations Act.

## 7.5 Directors Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

## 8. RESOLUTION 8 - APPROVAL OF 10% PLACEMENT CAPACITY

### 8.1 General

ASX Listing Rule 7.1A provides, that an eligible entity may seek Shareholder approval at its annual general meeting (**AGM** or **Meeting**), to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an eligible entity.

If Shareholders approve Resolution 8, the number of Equity Securities the eligible entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 8.2 below).

The effect of Resolution 8 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 8 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 8 for it to be passed.

### 8.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an eligible entity to seek shareholder approval at its AGM to issue Equity Securities in addition to those under the eligible entity's 15% annual placement capacity.

An eligible entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300M.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$29.4 million.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A, will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
  - plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;

- plus the number of partly paid shares that became fully paid in the previous 12 months;
- plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
- less the number of Shares cancelled in the previous 12 months.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue, that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

### 8.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 8:

**(a) Minimum Price**

The minimum price, at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price, at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in 8.3(a)(i) above, the date on which the Equity Securities are issued.

**(b) Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

**(10% Placement Capacity Period).**

**(c) Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 8 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact, where the number of Shares on issue (Variable A in the formula) changes and the economic dilution, where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Issue Price (per Share)	Issue price		
		\$0.07 (50% decrease)	\$0.14 (Current) <sup>2</sup>	\$0.21 (50% increase)
209,706,278 (Current Variable A)	Shares issued – 10% Voting dilution	20,970,627	20,970,627	20,970,627
	Funds raised	\$1,467,943	\$2,935,887	\$4,403,831
314,559,417 (50% increase in Variable A)	Shares issued – 10% Voting dilution	31,455,941	31,455,941	31,455,941
	Funds raised	\$2,201,915	\$4,403,831	\$6,605,747
419,412,556 (100% increase in Variable A)	Shares issued – 10% Voting dilution	41,941,255	41,941,255	41,941,255
	Funds raised	\$2,935,887	\$5,871,775	\$8,807,663

\* **The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.**

The table above uses the following assumptions:

- 1 The current shares on issue are the Shares on issue as at 15 October 2019.
- 2 The issue price set out above, is the closing price of the Shares on the ASX on 15 October 2019.
- 3 The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- 4 The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
- 5 The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding, depending on their specific circumstances.
- 6 This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- 7 The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- 8 The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
  - (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
- (d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration, in which case the Company intends to use funds raised for continued expenditure on the Company's current assets and general working capital; or
- (ii) as non-cash consideration for the acquisition of new assets and investments, including/excluding previously announced acquisitions, in which case the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.



The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation Policy under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its AGM held on 22 November 2018 (Previous Approval).

During the 12 months preceding the date of the Annual General Meeting, the Company has issued a total of 79,726,441 Equity Securities representing 53.69% of the total number of Equity Securities on issue at the commencement of that 12 month period.

Date of Issue	15/01/2019	04/04/2019	30/04/2019	30/04/2019	04/06/2019
Number issued	4,761,905	21,779,662	42,857,143	8,000,000	2,327,731
Class of security	Fully Paid Ordinary	Fully Paid Ordinary	Fully Paid Ordinary	Fully Paid Ordinary	Fully Paid Ordinary
Persons who received securities	First Samuel Limited	Shareholders pursuant to rights issue	Conversion of Convertible Notes by First Samuel Limited	Issue of Shares to the vendors of Onwatch Pty Ltd	Company Employees under Employee Share Plan
Price (per Share)	\$0.21	\$0.25	\$0.21	\$0.25	\$0.17
Premium/(Discount) to market	4.00%	25.00%	10.53%	31.58%	(15.00%)
Non-cash consideration	N/A	N/A	Issue of shares on conversion of convertible notes	Issue of shares in partial consideration for the acquisition of OnWatch Pty Ltd	N/A
Total cash consideration	\$1,000,000	\$5,444,915	Nil	Nil	Nil
Amount of cash spent	\$1,000,000	\$5,444,915	N/A	N/A	N/A

Use of cash	Working Capital	Partial consideration for acquisition of Onwatch, refinancing of the Company's debt facilities and for working capital	N/A	N/A	Additional incentive to Company employees
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For the purpose of this section, working capital may include wages, payments to contractors, rent and outgoings, insurance, accounting, audit, legal and listing fees and other items of a general administrative nature.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

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## GLOSSARY

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**\$** means Australian dollars.

**Annual Financial Report** means the annual financial report of the Company for the financial year ended 30 June 2019.

**AWST** means Australian Western Standard Time as observed in Perth, Western Australia.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited or the Australian Securities Exchange, as the context requires.

**Board** means the board of Directors.

**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 dependent 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 *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Threat Protect Australia Limited ACN 060 774 227.

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Equity Securities** has the meaning given in the Listing Rules.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Annual General Meeting, AGM or Meeting** means the meeting convened by the Notice.

**KMP or Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the official listing rules of ASX.

**Notice or Notice of Annual General Meeting or Notice of General Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's Annual Financial Report for the year ended 30 June 2019.

**Resolutions** means the resolutions set out in the Notice of Annual General Meeting, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Sophisticated Investor** means a professional and/or sophisticated investor for the purposes of section 708 of the Corporations Act.

The Board has adopted the Employee Share Plan to allow eligible participants to be issued Shares in the Company. The principle terms of the Employee Share Plan are summarised below.

### **Employee Share Plan**

The Company has adopted an employee incentive plan and may issue Awards (defined below) to eligible participants following the Company's listing on the ASX. Set out below is a summary of the Company's Share Plan (**Plan**).

#### **(a) Objectives**

The primary objectives of the Plan are to:

- (i) set out a method by which eligible participants can participate in the future growth and profitability of the Company;
- (ii) provide an incentive and reward for eligible participants for their contribution to the Company; and
- (iii) attract and retain a high standard of managerial and technical personnel for the benefit of the Company.

#### **(b) Eligible Participants**

Under the Plan, an award (**Award**) may be in the form of:

- (i) A Plan share (**Plan Share**) (any Share issued pursuant to this Plan that is not a Loan Share); or
- (ii) A Loan Share (**Loan Share**) (any Share issued pursuant to this Plan using funds provided from a Loan that has not yet been repaid).

The Board at its sole discretion may invite any eligible person, including Directors, selected by it to complete an application relating to a specified number and type of Award allocated to that eligible person by the Board. The Board may offer Awards to any eligible person it determines and determine the extent of that person's participation in the Plan (**Participant**).

An offer by the Board is required to specify, among other things, the type of Award offered, the date and maximum number of Awards being offered, the issue price, exercise price or vesting conditions (if any) and any other matters the Board deems necessary, including the terms and conditions attaching to the Awards.

#### **(c) 5% Limit**

The Plan has been prepared to comply with ASIC Class Order [CO 14/1000] (Class Order) and as such, offers under the Plan are limited to the 5% capital limit set out in the Class Order.

#### **(d) Terms of Awards**

Any Award issued by the Company to a Participant will rank equally with all existing Shares on and from the Issue Date.

No adjustments will be made to the number of Awards granted to a Participant under the Plan if dividends or other distributions are paid on Shares before Awards are exercised.

Shares issued to Participants on the exercise of an Award carry the same rights and entitlements as other Shares on issue. The Company will not seek quotation of any Awards, but will seek quotation for Shares issued on the exercise or conversion of Awards, provided the Company is listed on the ASX at the time.

Unless the Board determines otherwise, or as required by the law, an Award granted under the Plan is not capable of being transferred or encumbered by a Participant. The Company may buy-back Awards for an amount agreed with the Participant at any time, subject to applicable laws.

#### **(e) Suspension or Termination**

The Board may at any time terminate the Plan or suspend the operation of the Plan for such period or periods as it thinks fit. In passing a resolution to terminate or suspend the operation of the Plan, the Board must consider and endeavour to ensure that there is fair and equitable treatment of all Participants.

#### **(f) Exercise of Awards**

At the sole and absolute discretion of the Board, and in general terms, Awards granted under the Plan may only be exercised if particular exercise or vesting conditions have been met or waived, the exercise price (if any) has been paid

to the Company, the Awards are exercised within the respective exercise period (if any) and the Participant has been issued a vesting notification.

**(g) Loans**

The Company may, in its sole and absolute discretion, make an offer to an Eligible Participant to provide a Loan for the sole purpose of funding the Eligible Participant's acquisition of Loan Shares on the terms set out in the Plan.

**(h) Variation of Capital**

If there are variations to the share capital of the Company including a variation or rights issue, sub-division, consolidation, reduction, return or cancellation of share capital, a demerger (in whatever form) or other distribution in specie, the Board may adjust the number of Awards in accordance with the Listing Rules.

**(i) Breach, fraud or Dishonesty**

Where, in the opinion of the Board, a Participant:

- (i) acts fraudulently or dishonestly; or
- (ii) is in material breach of his or her duties or obligations to any Group Company,
- (iii) then the Board may in its sole and absolute discretion determine that where any Awards have been sold by the Participant, require the Participant to pay all or part of the net proceeds of that sale to the Company.

**(j) Buy-Back**

Subject to compliance with Applicable Laws, the Company may Buy-Back Awards for an amount agreed with the Participant at any time. Each Participant will do all acts, matters and things which are necessary or desirable to give effect to any Buy-Back of his or her Awards.

**(k) Change of Control Event**

On the occurrence of a change of control event, being, in general terms, an unconditional takeover bid under Chapter 6 of the Corporations Act, a court sanctioned scheme of arrangement or any other merger involving the Company occurs which results in the holders of Shares holding 50% or less of the voting shares in the Company, the Board may in its sole discretion determine that all or a percentage of unvested Awards will vest and become exercisable in accordance with the Plan rules.

**(l) Listing Rules**

While the Company remains admitted to the ASX, the terms and conditions of the Plan must at all times comply with the Listing Rules. If there is any inconsistency between the terms and conditions of the Plan and the Listing Rules then the Listing Rules will prevail.

**(m) Compliance with Laws**

Awards may not be granted, issued, acquired, transferred or otherwise dealt with under the Plan if to do so would contravene the Corporations Act or any other applicable laws or regulations.

The Plan contains customary and usual terms having regard to Australian law for dealing with administration (including taxation of Awards), variation and termination of the Plan.

**LODGE YOUR VOTE**

-  **ONLINE**  
www.linkmarketservices.com.au
-  **BY MAIL**  
Threat Project Australia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
+61 2 9287 0309
-  **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138
-  **ALL ENQUIRIES TO**  
Telephone: 1300 554 474 Overseas: +61 1300 554 474



**X99999999999**

**PROXY FORM**

I/We being a member(s) of Threat Protect Australia Limited and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**

**the Chairman of the Meeting (mark box)** **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act 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 the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00 am (AWST) on Thursday, 28 November 2019 at Cliftons, Room 6, Ground Floor, Parmelia House, 191 St Georges Terrace, Perth WA 6000 (the Meeting)** and at any postponement or adjournment of the Meeting.


**Important for Resolutions 1, 5 and 7:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 5 and 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval to Increase the Aggregate of Non-Executive Fees	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Derek La Ferla	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue of Shares Pursuant to Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Renewal of Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>
4 Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval of 10% Placement Capacity	<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.

**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, either shareholder may 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).



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the 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. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### 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 the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second 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
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach 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 also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00 am (AWST) on Tuesday, 26 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Threat Protect Australia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)



### COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

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