



NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

WISEWAY GROUP LIMITED

ASX: WWG

ACN 624 909 682

DATE THURSDAY 21 NOVEMBER 2019

TIME 10.30AM (AEST TIME)

VENUE OFFICES OF KPMG

TOWER THREE, INTERNATIONAL TOWERS SYDNEY

LEVEL 38, 300 BARANGAROO AVENUE

SYDNEY NSW 2000

ITEMS OF BUSINESS

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Wiseway Group Limited ACN 624 909 682 (**Wiseway** or **Company**) will be held at Offices of KPMG, Tower Three – International Towers Sydney, Level 38, 300 Barangaroo Avenue, Sydney NSW 2000 on Thursday, 21 November 2019, at 10:30am (AEST) (Meeting).

Registration will commence at 10:00am (AEST).

The Explanatory Notes to this Notice provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form form part of this notice.

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the AGM:

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2019.

ITEM 2: REMUNERATION REPORT

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

“To adopt the Remuneration Report, as set out in the Director's Report for the Company and its controlled entities for the financial year ended 30 June 2019.”

Notes:

- I. In accordance with section 250R of the *Corporations Act 2001 (Cth)*, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
- II. A voting exclusion statement applies to this resolution (see Explanatory Notes of details).

ITEM 3: ELECTION OF MICHAEL HUGHES

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

“That Michael Hughes, who retires in accordance with clause 20.6 of the Company's Constitution, be elected a Director of the Company.”

ITEM 4: TERMINATION BENEFITS OF MARK ZIIRSEN

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

“That, for the purposes of section 200E of the Corporations Act 2001 (Cth) and for all other purposes, the shareholders of the Company approve any and all Termination Benefits which may be given by Wiseway Group Limited to Mr Mark Ziirsén in connection with Mr Ziirsén's cessation of employment with Wiseway Group Limited, as described in more detail in the explanatory statement provided to shareholders.”

INFORMATION FOR SHAREHOLDERS

Documents Accompanying this Notice

1. Proxy Form
 2. Reply Paid Envelope (where this Notice is received in hard copy by the Shareholder)
 3. Email Nomination Form (where this Notice is received in hard copy by the Shareholder)
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Important Dates

| | |
|-------------------------------------|--|
| Voting Entitlement Date: | 07.00PM, AEST on Tuesday 19 November 2019 |
| Deadline for return of Proxy Forms: | 10.30AM, AEST on Tuesday 19 November 2019 |
| Date and time of Meeting: | 10.30AM, AEST on Thursday 21 November 2019 |

Meeting Procedure

The Meeting will be conducted by the Chair, subject to the discretion of the Chair to adjourn or reconvene the Meeting. Each resolution will be voted on separately.

Annual Report

Copies of the Company's full Annual Report may be accessed at our website www.wiseway.com.au under the "Investors" tab. This will be made available mid October 2019.

Entitlement to Vote

The Directors have determined pursuant to regulation 7.11 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00 PM (AEST) on Tuesday, 19 November 2019 (**Entitlement Time**).

Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Meeting.

Voting Options and Proxies

Voting in Person

If you are proposing to attend the Meeting and vote, there is no need for you to take any further action at this time.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote on that shareholder's behalf. A proxy need not be a Shareholder of the Company.

A Shareholder who is entitled to cast two or more votes may appoint more than two proxies to attend and vote at the AGM. If you appoint two proxies, you may specify the proportion or number of votes each proxy is appointed to exercise. If no such proportion is specified, each proxy can exercise half of the shareholder's voting rights.

If the appointment of a proxy directs the proxy to vote on an item of business in a particular way, the proxy may only vote on that item as directed. However, unless the proxy is required by law to vote, the proxy may decide not to vote on that item. All directed proxies that are not voted on a poll at the AGM will automatically default to the Chair, who is required to vote the proxies as directed. Any undirected proxies on a given resolution may be voted on by the appointed proxy as they choose, subject to voting exclusions as described previously. The Chair intends to vote undirected proxies in favour of each resolution.

In the case of shares jointly held by two or more persons, any joint holder may appoint a proxy but if more than one is present at the Meeting (either in person, or by proxy or attorney or representative) the joint holder whose name appears first in the Company's share register shall alone be entitled to vote in respect of those shares.

Shareholders who wish to appoint a proxy may do so by returning a completed Proxy Form in addition to the power of attorney or other authority (if any) under which it is signed (or a certified copy) to the Company through its share registry.

Lodging a Proxy

To be effective, the Proxy form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, **no later than 10.30am (AEST) on Tuesday 19 November 2019 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

- I. **By mail** to Link Market Services using the reply-paid envelope. Please allow sufficient time so that it reaches Link Market Services Limited by the Proxy Deadline;
- II. **By fax** to Link Market Services Limited on +61 2 9287 0309;
- III. **Online** via the Company's Share Registry website at www.linkmarketservices.com.au. Please refer to the Proxy Form for more information; or
- IV. **By hand delivery** to Link Market Services Limited at 1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12, 680 George Street, Sydney NSW 2000

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

Corporate Representatives

Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- I. A letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- II. A copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

Florence Tong

Managing Director & Company Secretary

30 August 2019

EXPLANATORY NOTES

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

As required by section 137 of the Corporations Act the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report contains the financial statements of Wiseway Group Limited and its subsidiaries.

There is no requirement for a formal resolution of this Item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or comment on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, KPMG, questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the financial year ended 30 June 2019, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of KPMG in relation to the conduct of the audit.

ITEM 2: REMUNERATION REPORT

In accordance with section 300A of the Corporations Act the Company has prepared a Remuneration Report for the consideration of Shareholders. The Remuneration Report is included in the Company's Annual Report for the year ended 30 June 2019.

The Remuneration Report outlines Wiseway's remuneration strategy and objectives and provides details of Board and Key Management Personnel (KMP) remuneration received during the year.

Wiseway's remuneration strategy is designed to support and drive the achievement of the group's business strategy. It aims to ensure that remuneration outcomes are linked to the group's performance and aligned with shareholder outcomes.

The Board regularly reviews the remuneration framework against the evolving business strategy and in the context of the commercial environment to ensure that it remains effective in achieving alignment with shareholder outcome, employee motivation and the balance between short- and long-term performance.

In FY19, the executive remuneration framework comprised a mix of fixed annual remuneration, and short- and long-term performance incentives. The group aims to reward executives with a mix of remuneration that is appropriate to their position and responsibilities, whilst being market competitive.

As provided by section 250R (3) of the Corporations Act, the resolution of this item of business is advisory only and does not bind the Board of the Company. However, Wiseway values shareholder feedback and the Board will take into account the outcome of the vote when considering future remuneration policies.

Voting Exclusions

Wiseway will disregard any votes cast in favour of this resolution:

- by or on behalf of KMP named in the Remuneration Report for the year ended 30 June 2019, or that KMP's closely related party; or
- as a proxy by a member of the KMP at the date of the Meeting, or that KMP's closely related party,

unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:

- in accordance with the directions of how to vote as set out in the Proxy Form; or
- by the Chairman pursuant to an express authorization in the Proxy Form.

Directors' Recommendation

- The Board unanimously recommends that shareholders vote in favour of adapting the Remuneration Report.
- The Chairman of the AGM intends on voting all available proxies in favour of this resolution.

ITEM 3: ELECTION OF MICHAEL HUGHES

As announced to the ASX on 11 April 2019, Mr Hughes was appointed as an independent, non-executive Director of the Company to fill a casual vacancy effective 1 May 2019. Clause 20.6 of the Constitution and ASX Listing Rule 14.4 states that any Director appointed to fill a casual vacancy holds office until the conclusion of the next annual general meeting but is eligible for election at that annual general meeting.

In accordance with this requirement, Mr Hughes now retires from the Board and offers himself for election. Mr Hughes' relevant skills and experience are summarised below.

Mr Hughes is a highly regarded corporate advisor and the former head of corporate finance at Ord Minnett, with significant experience in equity capital, debt markets and fund management. He is currently Commercial Director of SeaLink Travel Group (ASX:SLK).

Having had regard to the ASX Corporate Governance Principles and Recommendations (3rd edition) (ASX Principles), the Board considers Mr Hughes to be an independent director.

Directors' Recommendation

- The Board unanimously (other than Mr Hughes who makes no recommendation) supports the election of Mr Hughes and recommends that Shareholders vote in favour of this resolution.
- The Chairman of the AGM intends on voting all available proxies in favour of this resolution.

ITEM 4: TERMINATION BENEFITS OF MARK ZIIRSEN

A. Background

The shareholders' resolution seeks approval for the provision of certain benefits to Mr Mark Ziirsen, a former employee of Wiseway Group Limited (ACN 624 909 682) (the **Company**), who held the following positions within the Company on the cessation of his employment:

- Chief Financial Officer; and
- Company Secretary,

(Collectively, the **Positions**).

Mr Ziirsen commenced employment with the Company on or about 8 August 2018.

The Company and Mr Ziirsen mutually agreed that Mr Ziirsen's employment would terminate with effect from 1 July 2019 and that Mr Ziirsen would resign from all Positions from this date.

In recognition of Mr Ziirsen's service with the Company and his past performance to the Company, and in exchange for a Deed of Release which contained a number of commitments from Mr Ziirsen, the Company agreed to provide Mr Ziirsen with certain Termination Benefits which are detailed further below.

Part 4 of this Statement sets out the details of the Termination Benefits, which are required to be provided to the shareholders for the purposes of obtaining shareholder approval under section 200E of the *Corporations Act 2001 (Cth)* (**Corporations Act**).

Whilst the total value of all of the Termination Benefits cannot at this stage be ascertained, the Termination Benefits will be calculated in accordance with the principles set out in part C of this Statement.

B. Reasons why Shareholder Approval is being Sought

Shareholder approval is being sought for the Termination Benefits under section 200E of the Corporations Act.

Section 200B of the Corporations Act requires a company to obtain approval from its shareholders before giving a benefit to a person in a managerial or executive office in

connection with the person's retirement from or loss of office (unless the benefit falls within certain exceptions set out in the Corporations Act).

Since the Termination Benefits may be termination benefits for the purpose of section 200B of the Corporations Act, and since they may not fall within any of the relevant exemptions set out in the Corporations Act, the Company is seeking approval from its shareholders of the Termination Benefits for the purposes of section 200E of the Corporations Act and for all other purposes.

C. Details of the Termination Benefits

The Termination Benefits agreed with Mr Ziirsen essentially comprise:

- a) statutory and contractual entitlements;
- b) a one-month ex-gratia termination payment; and
- c) shares in the Company arising out of certain performance rights.

In relation to the shares in the Company arising out of Mr Ziirsen's performance rights, we note that on termination of employment, Mr Ziirsen held 934,000 unvested Performance Rights in the Company pursuant to the 2018 Wiseway Long Term Incentive Plan (the **Performance Rights**).

It was agreed that the amount of Mr Ziirsen's 934,000 unvested Performance Rights to a maximum value of \$100,000 based on the price of shares in the Company on the Australian Securities Exchange as at the close of business 30 July 2019 vested on or about 31 July 2019 (the **First Vesting Date**).

Upon vesting, the Company issued Mr Ziirsen with this number of shares in the Company (the **Initial Share Issue**).

It has been agreed that Mr Ziirsen's remaining unvested Performance Rights will, subject to the necessary shareholder approval being obtained, vest within 21 days following the Company's Annual General Meeting in calendar year 2019 (the **Second Vesting Date**).

Upon vesting, the Company will issue Mr Ziirsen with a number of shares in the Company calculated as 934,000 less the Initial Share Issue (the **Subsequent Share Issue**).

The share benefits referred to above are not subject to a restricted period under the 2018 Wiseway Long Term Incentive Plan.

Details of the Termination Benefits are as follows:

| Component | Details | Value (Australian \$) |
|------------------------|---|--|
| Termination Payment | The Company has paid Mr Ziirsen an amount representing outstanding base salary, a payment in lieu of 5 months' contractual notice, accrued but untaken annual leave entitlements and an additional termination payment of \$25,000. | \$ 167,712.55, exclusive of superannuation and less applicable tax |
| Initial Share Offering | The Company issued Mr Ziirsen with 454,545 shares on 31 July 2019. | 454,545 shares at \$0.22 per share = \$99,999.90 |
| Subsequent Share Issue | The Company will issue Mr Ziirsen with his remaining shares (479,455 shares) within 21 days following the Company's Annual General Meeting in calendar year 2019. | The actual value cannot be ascertained at this time, however will be determined by the reference to the Company's share price on the Second Vesting Date. |
| Total | | The actual value of all payments cannot be ascertained at the present time. The current estimated total value of the Termination Benefits would be valued at: \$352,886.61, exclusive of superannuation and less applicable tax (assuming a share price of the Subsequent Share Issue at \$0.19). |

Directors' Recommendation

- The Board unanimously recommends that shareholders vote in favour of the Resolutions.
- The Chairman of the AGM intends on voting all available proxies in favour of this resolution.

QUESTIONS FROM SHAREHOLDERS

We welcome questions from shareholders before and during the AGM. Questions should relate to matters relevant to the business of the meeting, including the Financial Report, Directors' Report (including the Remuneration Report) and the Auditor's Report, as well as general questions regarding the performance, business or management of Wiseway, and the relevant questions to the auditor.

You can ask Wiseway or the auditor a question in the following ways:

- In person at the AGM;
- Online through the online voting service at www.linkmarketservices.com.au; or
- In writing, to the Company Secretary at
Wiseway Group Limited
39 Warren Avenue
Bankstown NSW 2200

Your questions to the auditor (other than questions you ask during the AGM) must be received by no later than Friday 15 November 2019.

We will not be sending individual replies, but the Chair of the AGM will answer as many of the frequently asked questions as possible at the AGM.

SHARE REGISTRY

Link Market Services Limited

Level 12, 680 George Street
Sydney South, NSW 2000

Contact

T: +61 1300 554 474


E: registrars@linkmarketservices.com.au

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Wiseway Group 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; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Wiseway Group 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 **10:30am on Thursday, 21 November 2019 at Offices of KPMG, Tower Three, International Towers Sydney, Level 38, 300 Barangaroo Avenue, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 2: 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 Resolution 2, even though the Resolution is 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* |
|--|--------------------------|--------------------------|--------------------------|
| 2 Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Election of Michael Hughes | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Termination benefits of Mark Ziirsen | <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.

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 Resolution is 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:

- (a) 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
- (b) 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.

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 **10:30am on Tuesday, 19 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

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 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

Wiseway Group 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
or
Level 12
680 George Street
Sydney NSW 2000

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

**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.**