

## NOTICE OF ANNUAL GENERAL MEETING

**PERTH AUSTRALIA, 29 OCTOBER 2019:** Parkd Limited (“PARKD” or the “Company”) (ASX: PKD), advises that the following documents have been mailed to shareholders:

- Notice of Annual General Meeting
- Proxy Form

For more information contact:

Emma Waldon, Company Secretary, [ewaldon@parkdgroup.com](mailto:ewaldon@parkdgroup.com)

**[ENDS]**

---

**PARKD LTD**

**ABN 94 615 443 037**

**NOTICE OF ANNUAL GENERAL MEETING**

---

**TIME:** 10.00 am (AWST)

**DATE:** Thursday, 28 November 2019

**PLACE:** Hyatt Regency Perth  
99 Adelaide Terrace  
Perth WA 6000

***This Notice of 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 Meeting please do not hesitate to contact the Company Secretary, using the contact details on page 21.***

---

**CONTENTS PAGE**

Notice of Annual General Meeting (setting out the proposed Resolutions)	4
Explanatory Statement (explaining the proposed Resolutions)	8
Proxy Form	Separate

---

**YOUR VOTE IS IMPORTANT**

---

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

**VOTING IN PERSON**

---

To vote in person, attend the Annual General Meeting on the date and at the place set out on page 4.

**APPOINTING A PROXY**

---

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder of the Company.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes on a poll. Fractions will be disregarded.

To appoint a proxy online, visit [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), select 'Investor Login' and in the "Single Holding" section enter Parkd Ltd or the ASX code PKD in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Alternatively, you can appoint a proxy by completing and signing the enclosed proxy form and sending the form to:

- (a) by post to Link Market Services Locked Bag A14 SYDNEY SOUTH NSW 1235; or
- (b) by fax to Link Market Services at (+61 2) 9287 0309.

The deadline for receipt of proxy appointments is 10.00am (AWST) on Tuesday, 26 November 2019.

**Proxy appointments received later than this time will be invalid.**

## **POWER OF ATTORNEY**

---

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the Share Registry.

## **CORPORATE REPRESENTATIVES**

---

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

An appointment of corporate representative form may be obtained from Link Market Services by calling (+61) 1300 554 474 or online at <http://www.linkmarketservices.com.au/corporate/resources/forms.html>.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

Notice is given that the Annual General Meeting (**AGM**) of Shareholders of Parkd Ltd will be held at the Hyatt Regency Perth, 99 Adelaide Terrace, Perth WA 6000 at 10.00 am (AWST) on Thursday, 28 November 2019. Registration will open at 9.30 am (AWST).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

The Directors have determined under Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 4:00 pm (AWST) on Tuesday, 26 November 2019.

---

### AGENDA

---

#### ADOPTION OF ANNUAL REPORT

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

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolution below, which will be proposed as a **Non-Binding Resolution**:

#### RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

*"To adopt the Parkd Ltd Remuneration Report for the year ended 30 June 2019."*

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolutions below, which will be proposed as **Ordinary Resolutions**:

#### RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ROBERT MARTIN

*"That Robert Martin be re-elected as a Director of the Company."*

#### RESOLUTION 3 – RE-ELECTION OF DIRECTOR – PETER MCUTCHEN

*"That Peter McUtchen be re-elected as a Director of the Company."*

#### RESOLUTION 4 – GRANT OF OPTIONS TO ROBERT MARTIN

*"That approval be given for all purposes, including Chapter 2E of the Corporations Act and ASX Listing Rule 10.14, for the grant of up to 1,250,000 Options with an exercise price of \$0.30 and expiry date of 31 December 2020 to Robert Martin or his nominee, with the performance conditions and other terms and conditions set out in the Explanatory Statement accompanying the Notice."*

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolutions below, which will be proposed as **Special Resolutions**:

#### RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the issued capital, 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."*

**RESOLUTION 6 – AMENDMENT TO THE COMPANY'S CONSTITUTION**

*"That with effect from the close of the Meeting and in accordance with section 136(2) of the Corporations Act and for all other purposes, the Company's Constitution be modified by making the amendments described in the Explanatory Statement."*

---

**DATED: 23 OCTOBER 2019**

**BY ORDER OF THE BOARD**



**PARKD LTD  
EMMA WALDON  
COMPANY SECRETARY**

## **Voting Prohibition and Voting Exclusion Statements**

For the definitions of Key Management Personnel (**KMP**) and Closely Related Parties, please refer to the Glossary on page 23.

The Corporations Act restricts members of the KMP of the Company and their Closely Related Parties from voting in relation to remuneration related Resolutions (such as Resolution 1 and 4), voting prohibitions.

In addition, separate voting restrictions apply in respect of Resolutions 4 and 5 under the ASX Listing Rules, voting exclusions.

**What this means for Shareholders:** If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) or a Closely Related Party of a member of the KMP as your proxy, please ensure that you direct them how to vote on Resolution 1 and 4. If you do not do so, your proxy will not be able to vote on your behalf on Resolutions 1 and 4.

If you intend to appoint the Chairman of the Meeting as your proxy, you are encouraged to direct him how to vote by marking the boxes for Resolutions 1 and 4 (for example if you wish to vote for, or against, or to abstain from voting). If you appoint the Chairman as your proxy without directing him how to vote, the Proxy Form authorises him to vote as he decides on Resolutions 1 and 4 (even though those Resolutions are connected with the remuneration of KMP). The Chairman of the Meeting intends to vote in favour of all Resolutions (where permissible).

The Company will disregard votes cast on Resolutions 1, 4 and 5 by the persons detailed in the below.

### **Resolution 1 – Adoption of Remuneration Report**

#### **Voting Prohibition Statement:**

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the KMP, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2019; and
- (b) Closely Related Parties of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman of the Meeting and the appointment of the Chairman as proxy:
  - i. does not specify the way the proxy is to vote on Resolution 1; and
  - ii. expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

### **Resolutions 4 – Grant of Options to Director**

#### **Voting Prohibition Statement:**

In accordance with the Corporations Act, a person appointed as proxy must not vote on Resolution 4 on the basis of that appointment, if that person is:

- (a) a member of the KMP as at the date of the Meeting; or
- (b) Closely Related Parties of such a member.

However, a person described above may cast a vote on Resolution 4 if the person does so as a proxy for a person who is entitled to vote where:

- (a) the Proxy Form specifies how the proxy is to vote on Resolution 4; or
- (b) the proxy is the Chairman of the Meeting, who may vote in favour of Resolution 4 in accordance with an express authorisation on the Proxy Form.

In addition, a vote on Resolution 4 must not be cast (in any capacity) by or on behalf of Mr Martin (in respect of their relevant Resolution) or any of their associates. However, this prohibition does not apply if:

- (a) the vote is cast by a person as proxy and the proxy form specifies how the proxy is to vote on Resolution 4; and
- (b) the vote is not cast on behalf of Mr Martin (as appropriate), their associates or any related party of them.

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any Director who is eligible to participate in the employee incentive scheme in respect in which the approval is sought or an associate of a Director.

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 Chairman of 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.

**Resolution 5 – Approval of 10% Placement Capacity**

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a 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 holder of ordinary securities in the Company) or an associate of those persons.

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 Chairman of 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.



---

## EXPLANATORY STATEMENT

---

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held on Thursday, 28 November 2019 at 10.00am (AWST).

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

---

### 1. ANNUAL REPORT

The business of the Meeting will include receipt and consideration of the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2019, which are included in Parkd's Annual Report.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Annual Report, and on the management of Parkd.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- the independence of the auditor in relation to the conduct of the audit.

#### Written questions for the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report to the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, that is by Monday, 21 October 2019.

---

### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Annual Report. The Remuneration Report details the Company's remuneration arrangements for the Directors and senior management of the Company.

S250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 1 is advisory only and not binding on the Company or its Directors.

However, under the Corporations Act, if at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report then:

- if comments are made on the Remuneration Report at the Meeting, Parkd's 2020 Remuneration Report will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at next year's AGM, at least 25% of the votes cast on the resolution for adoption of the 2020 Remuneration Report are against it, Parkd will be required to put to

Shareholders a resolution proposing that an Extraordinary General Meeting (**EGM**) be called to consider the election of Directors (**Spill Resolution**). If the Spill Resolution is passed (i.e. more than 50% of the votes cast are in favour of it), all of the Directors (other than the Managing Director) will cease to hold office at the subsequent EGM, unless re-elected at that Meeting.

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Remuneration Report.

**Board recommendation:** *The Remuneration Report forms part of the Directors' Report, which was approved in accordance with a unanimous resolution of the Board. Each Director recommends that Shareholders vote in favour of adopting the Remuneration Report.*

---

### 3. RE-ELECTION OF DIRECTORS

#### Constitution

Rule 7.2(b) of the Constitution provides that the Directors may at any time appoint a person to be a Director. Rule 7.3(f) of the Constitution requires that any Director appointed under rule 7.2(b) holds office only until the next following annual general meeting, and is then eligible for re-election.

Rule 7.3(a) of the Constitution requires that one third of the Directors (excluding Directors appointed under rule 7.2(b)), or if their number is not a multiple of three, then rounded down to the nearest whole number must retire at each annual general meeting. Rule 7.3(d) provides that a Director who retires under rule 7.3(a) is eligible for re-election. Rule 7.3(e) of the Constitution provides that the Managing Director is exempt from this requirement.

#### RESOLUTION 2 – RE-ELECTION OF ROBERT MARTIN

Robert Martin, having been appointed as an additional director under rule 7.2(b), seeks re-election in accordance with rule 7.3(f) of the Constitution.

#### **Brief Curriculum Vitae of Robert Martin**

Non-Executive Director (Independent Director), appointed 1 March 2019

#### **Experience and expertise**

Mr Martin has over 20 years' experience across the mining services, supply chain and capital market sectors. Before joining the Company's board of directors, he operated a highly successful mining services company which became a leading provider of products and services to the mining industry and operated globally with offices across Australia and internationally. After 7 years of growth on growth revenue, profitability and expansion into multiple countries, Mr Martin's company was acquired by a prominent Perth business for an undisclosed multi-million dollar sum. Mr Martin now runs a family office in Western Australia with a focus on investing and supporting emerging private and public business.

#### **Current directorships of other listed companies**

JV Global Ltd (ASX: JVG)

#### **Former directorships of other listed companies in the last three years**

None

#### **Special responsibilities**

None

**Board recommendation:** *The Directors (with Robert Martin abstaining) unanimously recommend the re-election of Robert Martin.*

### **RESOLUTION 3 – RE-ELECTION OF PETER MCUTCHEN**

Peter McUtchen seeks re-election in accordance with rule 7.3(a) of the Constitution.

#### **Brief Curriculum Vitae of Peter McUtchen**

Executive Director, appointed 20 October 2016

#### **Experience and expertise**

Mr McUtchen has 14 years' experience in the structural design and construction of specialist concrete buildings and structures. His experience in the construction industry was founded with the specialist subcontractor, Soletanche Freyssinet where he developed his expertise in the design and construction of post-tensioned structures and management of construction projects. Upon establishing the Freyssinet brand in the Western Australian market, he transitioned into the engineering consulting industry becoming the Practice Manager for ADG Engineers (a national structural and civil engineering consultancy).

Mr McUtchen's experience with Freyssinet spanned 11 years in both Australia and the United Kingdom, where he specialised in the design of post-tensioned structures and management of the building and construction areas of the business. His work at ADG Engineers in Perth focused on providing complete structural designs and solutions for builders and developers whilst continuing to partner with specialist subcontractors in the design of post-tensioned structures.

Mr McUtchen is the appointed President of the West Australian branch of the Concrete Institute of Australia where he represents corporate partners and individuals working in the concrete industry.

#### **Qualifications**

B.Eng. (Civil Engineering)

#### **Current directorships of other listed companies**

None

#### **Former directorships of other listed companies in the last three years**

None

#### **Special responsibilities**

None

**Board recommendation:** *The Directors (with Peter McUtchen abstaining) unanimously recommend the re-election of Peter McUtchen.*

---

## **4. GRANTS OF OPTIONS TO A DIRECTOR**

### **Background**

It is proposed to issue Options under the Employee Incentive Plan to the following related party of the Company – Robert Martin (Non-Executive Director).

Robert Martin as a Director is a related party.

### **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the benefit falls within one of various exceptions to the general prohibition. Exceptions to this general prohibition include where the company

first obtains the approval of its shareholder in general meeting, or the financial benefit being provided is on arm's length terms or better.

A "financial benefit" for the purposes of the Corporations Act includes issuing securities to a related party.

#### **RESOLUTION 4 – GRANT OF OPTIONS TO ROBERT MARTIN, NON-EXECUTIVE DIRECTOR**

##### **Shareholder approval**

Shareholder approval is sought for the grant under the Employee Incentive Plan of up to 1,250,000 Options with an exercise price of \$0.30 and expiry date of 31 December 2020 to Robert Martin or his nominee, with the vesting conditions set out below, for all purposes, including ASX Listing Rule 10.14 and Chapter 2E of the Corporations Act. These Options are proposed to be issued to Robert Martin as part of his total Non-Executive Director remuneration package, where the Company seeks to conserve its cash reserves as best possible, whilst retaining the services of highly qualified and experienced personnel.

##### **Listing Rule 10.14**

Listing Rule 10.14 provides that a company must not issue securities to a related party of the company under an employee incentive scheme unless the issue has been approved by shareholders by ordinary resolution. If approval is given by shareholders under Listing Rule 10.14, separate shareholder approval is not required under Listing Rule 10.11.

Approval pursuant to Listing Rule 7.1 is not required in order to issue securities to related parties under the Resolution as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the securities to the related parties will not be included in the calculation of the Company's placement capacities.

For the purposes of ASX Listing Rule 10.15, the following information is provided to Shareholders:

- (a) The Options will be issued to Robert Martin or to his nominee.
- (b) Robert Martin is a Director of the Company.
- (c) The maximum number of Options that will be issued to Robert Martin or to his nominee is 1,250,000.
- (d) No monetary consideration is payable for the issue of the Options.
- (e) Since the Employee Incentive Plan was incorporated in the ASX listing Prospectus in 2017, Director Robert Freedman has received 1,250,000 Options with an exercise price of \$0.30 and expiry date of 31 December 2020.
- (f) All of the Directors (being Bronte Howson, Robert Freedman, Bryant McLarty, Robert Martin and Peter McUtchen) are entitled to participate in the Employee Incentive Plan.
- (g) No loans will be provided in respect of the issue of the Options.
- (h) The Options will be issued no later than 12 months after the date of Shareholder approval.
- (i) The Options will be issued for no cash consideration. 1,250,000 Options will have an exercise price of \$0.30 and an expiry date of 31 December 2020. Other material terms and conditions of the Options are set out at Schedule 1.

- (j) A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

For the purposes of Part 2E.1 of the Corporations Act, the additional disclosures in Annexure 1 are made.

**Board recommendation:** *The Directors (with Robert Martin abstaining) unanimously recommend that Shareholders vote in favour of approving the grant of Options to Robert Martin.*

*The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in issuing the Options.*

---

## 5. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

### 5.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities totalling up to 10% of its issued share capital through placements over a 12 month period after the entity's annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (please refer to Section 5.2(c) below).

The Directors believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### 5.2 ASX Listing Rule 7.1A

#### (a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

Resolution 5 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 5 for it to be passed.

#### (b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of the Notice, the Company has two quoted classes of Equity Securities on issue on the ASX, being the Shares (ASX Code: PKD) and listed Options (ASX Code: PKDO).

#### (c) Formula for calculating 10% Placement Capacity

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

**(A x D) – E**

Where:

- A is the number of Shares on issue 12 months before the date of issue or agreement:
- (A) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
  - (B) plus the number of partly paid shares that became fully paid in the previous 12 months;
  - (C) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rule 7.1 or 7.4. This does not include an issue of Shares under the Company's 15% placement capacity without Shareholder approval; and
  - (D) less the number of Shares cancelled in the previous 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating the Company's 15% placement capacity.

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.

**5.3 Technical information required by ASX Listing Rule 7.3A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5.

**(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 paragraph (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 5 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 7.1A.2)	Issue Price (per Share)	Dilution		
		\$0.0355  (50% decrease in current issue price)	\$0.0710  (Current issue price)	\$0.1065  (50% increase in current issue price)
75,150,000  (Current Variable A)	Shares issued - 10% voting dilution	7,515,000	7,515,000	7,515,000
	Funds raised	\$266,783	\$533,565	\$800,348
112,725,000  (50% increase in Variable A)*	Shares issued - 10% voting dilution	11,272,500	11,272,500	11,272,500
	Funds raised	\$400,174	\$800,348	\$1,200,521
150,300,000  (100% increase in Variable A)*	Shares issued - 10% voting dilution	15,030,000	15,030,000	15,030,000
	Funds raised	\$533,565	\$1,067,130	\$1,600,695

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, a scrip issued under a takeover offer or the issue of Shares on the exercise of options which complied with ASX Listing Rules when issued) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

**The table above uses the following assumptions:**

1. Variable "A" in the above table is calculated with reference to the total shares on issue as at 22 October 2019.
2. The issue price set out above is the closing price of the Shares on the ASX on 22 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:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) 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 seek to issue the Equity Securities under the 10% Placement Facility in order to fund the Company's development and marketing of the Company's car park system, fees in relation to the Company's intellectual property rights and patent protection, as well as general working capital. The Company may also issue Equity Securities for non-cash consideration, such as for the acquisition of businesses or investments. If the Company issues Equity Securities for non-cash consideration, the Company will provide a valuation of the non-cash consideration that demonstrates that the deemed issue price of the Equity Securities complies with Listing Rule 7.1A.3. The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon any issue of Equity Securities.

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

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued 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).



Further, if the Company is successful in acquiring new assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new assets or investments.

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

The Company previously obtained approval under ASX Listing Rule 7.1A at an Annual General Meeting on 28 November 2018.

Equity Securities issued in the 12 months preceding the last approval are outlined on page 18.

The total number of Equity Securities issued in the 12 months before this Meeting (that is, since 28 November 2018) is 3,400,000 Equity Securities, which represents approximately 3.1% of the total number of Equity Securities on issue at 28 November 2018 of 111,187,500 (12 months before this Meeting).

---

**6. RESOLUTION 6 – AMENDMENT TO THE COMPANY'S CONSTITUTION**

**6.1 Special Resolution**

Resolution 6 is a special resolution proposing to modify the Constitution by deleting the current rule 2.11 and inserting a new rule 2.11 in its place. Rule 2.11 concerns restricted securities.

Section 136 of the Corporations Act allows a company to modify its constitution by a special resolution passed at a general meeting of the company. A special resolution must be passed by at least 75% of the votes cast by Shareholders who are entitled to vote on the resolution.

**6.2 Reasons for the amendment to the Constitution**

In accordance with ASX's Public Consultation Paper of 28 November 2018 titled "Simplifying, clarifying and enhancing the integrity and efficiency of the ASX Listing Rules", the ASX proposed a number of changes to the Listing Rules.

One efficiency measure the ASX proposed was to amend the Listing Rules to give effect to a modified escrow regime to make aspects of the listing process and ongoing compliance with the Listing Rules more efficient.

ASX's modified escrow regime is to come into effect from 1 December 2019. A two-tiered escrow regime is to be introduced.

The first tier of escrow will involve ASX requiring certain more significant holders of restricted securities and their controllers to execute a formal escrow agreement in the form of an ASX compliant restriction agreement (Appendix 9A). The expectation is a restriction agreement requirement will be imposed on related parties, promoters, substantial holders, service providers and their associates.

However, for less significant holders, a second tier will apply where ASX will instead allow listed entities to rely on a provision in their constitution imposing appropriate escrow restrictions on the holder of restricted securities and to provide a notice to the holder of restricted securities in the form of a new Appendix 9C advising them of those restrictions. Securities in a class of quoted securities will be made the subject of a holding lock for the duration of the escrow period.

This two-tier escrow regime is to replace the current requirement where all holders of restricted securities must enter into a formal escrow agreement.

In order to provide a constitutional underpinning for ASX's modified escrow regime, the ASX is amending Listing Rule 15.12 (restricted securities) from 1 December 2019.

The new Listing Rule 15.12 requires the constitution of listed entities to reflect the modified escrow regime. This includes the constitution expressly providing for securities to be the subject of a holding lock where they are in a class of quoted securities and further providing that the holder of restricted securities will not be entitled to participate in any return of capital during the escrow period.

### **6.3 Amendment**

The current rule 2.11 of the Company's Constitution does not provide for the ASX's modified escrow regime. A modification of the Constitution is therefore sought by deleting the current rule 2.11 and inserting a new rule 2.11 in its place which will be in the following terms:

*"2.11 Restricted Securities*

- (a) The Company must comply with the Listing Rules in respect of Restricted Securities.*
- (b) Notwithstanding the generality of Rule 2.11(a):*
  - (i) a holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;*
  - (ii) if the securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored subregister and are to have a Holding Lock applied for the duration of the escrow period applicable to those securities;*
  - (iii) the Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;*
  - (iv) a holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX; and*
  - (v) if a holder of Restricted Securities breaches a restriction deed or a provision of this Constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues."*

The new proposed rule provides the constitutional underpinning for ASX's modified escrow regime.

The changes to Listing Rule 15.12 (which are reflected in the above new rule) are proposed to take effect from 1 December 2019 and will apply to restricted securities after that date. Any restricted securities issued before 1 December 2019 must continue to comply with the provisions of Listing Rule 15.12 in force immediately prior to this date.

A copy of the Constitution with the amendment proposed will be made available for review by Shareholders at the office of the Company. A copy will be available for inspection at the Meeting.

The Directors recommend Shareholders vote to modify the Constitution to insert the new rule to ensure compliance with the Listing Rule changes.

Equity Securities Issued in the 12 months preceding the Meeting												
Date	Number	Class	Exercise Price	Expiry Date	Recipients	Issue Price	Discount to Market Price (if applicable)	Form of Consideration	Use/Intended Use	Consideration	Amount Spent	Current Value of Non-Cash Consideration (1)
20/12/2018	1,250,000	Unlisted Options	\$0.30	01/12/2020	Robert Freedman (Director)	Nil	N/A	Non-Cash	N/A	Performance based remuneration	N/A	\$87,913
20/12/2018	150,000	Unlisted Options	\$0.30	01/12/2020	Eligible employee of Employee Incentive Plan	Nil	N/A	Non-Cash	N/A	Performance based remuneration	N/A	\$8,015
25/06/2019	2,000,000	Unlisted Options	\$0.30	31/12/2021	Len Troncone (Chief Executive Officer)	Nil	N/A	Non-Cash	N/A	Performance based remuneration	N/A	\$47,131

Note 1: Valuation of options is at the grant date using the Black & Scholes methodology

## ANNEXURE 1 – ADDITIONAL DISCLOSURES REQUIRED BY CHAPTER 2E.1

The following information is provided to comply with sections 219 of the Corporations Act. Neither the Directors nor the Company are aware of any other information that is material to or would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolution 4 and which is not set out in this Notice.

### Nature of Financial Benefit

Using the Black-Scholes option pricing model and on the basis of the assumptions set out below, the Company has determined the value of the financial benefit to be provided to the related party pursuant to Resolutions 4 is as follows:

Resol ution	Name	Number of Options	Exercise price	Expiry date	Vesting date	Valuation
4	Robert Martin	1,250,000	\$0.30	31 December 2020	On issue	\$8,878

The Black-Scholes option pricing model inputs for the calculation of the valuations include:

- (i) *Issue Price*: Options are to be granted for no cash consideration.
- (ii) *Grant Date*: The Company agreed to grant the Options to Robert Martin on 1 March 2019 subject to shareholder approval. The Company proposes to issue the Options 30 November 2019 providing that the respective Resolution has been approved by Shareholders.
- (iii) *Vesting Conditions*: The Options have no vesting conditions.
- (iv) *Share price at valuation date*: \$0.071 being the closing share price on the valuation date 22 October 2019.
- (v) *Expected Price Volatility*: 100%
- (vi) *Expected Dividend Yield*: nil.
- (vii) *Risk-Free Interest Rate*: 0.73% being the risk-free rate is based on the applicable Australian government bond yields on 25 September 2019.
- (viii) *Discount*: 0%

### Director's Recommendation

The number of Options to be issued to Robert Martin and the terms of the Options was negotiated by the Directors independent of that related party. The Options will be issued under the Employee Incentive Plan. The Board considers the number of the Options to be issued and their terms is appropriate in light of that related party's skill and experience and their remuneration as detailed below. The Options incentivise without a cash outlay by the Company.

The Directors, other than Robert Martin, unanimously recommend that Shareholders vote in favour of approving the grant of Options.

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in issuing the Options.

The Director who is a beneficiary of the proposed Option issue has abstained from recommending the Resolution as a result of their material personal interest in the outcome.

#### **Director Interest**

The Director being granted Options in Resolution 4 has a personal interest in the outcome of that Resolution.

#### **Other information reasonably required by Shareholders to make a decision that is known to the Company or any of its Directors**

##### ***Dilution***

The passing of Resolution 4 would have the effect of issuing up to 1,250,000 Options.

If any of the Options are exercised into Shares, the effect would be to dilute the shareholding of existing Shareholders. If all the 1,250,000 Options were exercised into Shares, the effect would be to dilute the shareholding of the existing Shareholders by approximately 1.64% based on the total number of Shares on issue at the date of this Notice being 75,150,000 Shares.

The actual dilution will depend on the extent of further equity raised by the Company and whether any of the Options are exercised.

##### ***Existing relevant interest***

As at the date of this Notice, Robert Martin has a relevant interest in the following securities:

- 929,681 Shares

##### ***Remuneration***

The remuneration received by Robert Martin as a non-executive director is \$35,000 plus statutory superannuation.

##### ***Historic Share Price Information***

The highest and lowest closing market prices for the Company's Shares for the twelve months prior to 30 November 2019 is as follows based on closing:

	<b>Share Price</b>	<b>Date</b>
<b>Highest</b>	\$0.18	12 March 2019
<b>Lowest</b>	\$0.063	26 July 2019
<b>Last</b>	\$0.071	22 October 2019

---

**6. ENQUIRIES**

Shareholders may contact the Company Secretary if they have any queries in respect of the matters set out in these documents.

Emma Waldon  
Company Secretary  
Parkd Ltd  
PO Box 166  
Claremont WA 6910  
Australia

Tel: +61 417 800 529  
Email: [ewaldon@parkdgroup.com](mailto:ewaldon@parkdgroup.com)

## SCHEDULE 1 – OPTIONS TERMS AND CONDITIONS

### The Options that are the subject of Resolutions 4 will be issued on the following terms and conditions

1. Each Option entitles the holder to one Share (fully paid ordinary share).
2. The exercise price of the Options is \$0.30.
3. The Options are exercisable at any time prior to 5.00 pm WST on 31 December 2020 ("**Expiry Date**").
4. The Options are only transferable with Board approval. The Options are not intended to be quoted.
5. The Company will provide to each Option holder a notice that is to be completed when exercising the Options ("**Notice of Exercise**"). The Options may be exercised wholly or in part by completing the Notice of Exercise and delivering it together with payment to the secretary of the Company to be received any time prior to the Expiry Date. The Company will process all relevant documents received at the end of every calendar month.
6. Upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be issued a Share ranking equally with the then issued Shares.
7. There will be no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. However, the Company will ensure that the Optionholder will be notified of a proposed issue after the issue is announced. This will give an Optionholder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
8. If there is a bonus issue ("**Bonus Issue**") to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue ("**Bonus Shares**"). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
9. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Optionholder are to be changed in a manner consistent with the Listing Rules.

## GLOSSARY

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

**ASX** means ASX Limited (ABN 98 008 624 691).

**ASX Listing Rules** means the Listing Rules of ASX.

**AWST** means Australian Western Standard Time, Perth, Western Australia.

**Board** means the board of Directors of the Company as constituted from time to time.

**Business Day** has the meaning given to that term in ASX Listing Rule 19.12.

**Closely Related Parties**, in relation to a member of KMP, means the member's spouse, child or dependant (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence or be influenced by the member in the member's dealings with Parkd, any company the member controls, and a person prescribed by the Corporations Regulations 2001 (Cth).

**Company** or **Parkd** means Parkd Ltd (ABN 94 615 443 037).

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

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

**Directors** mean the directors of the Company.

**Documents** means each of the Notice, Explanatory Statement and the Proxy Form and all other documents that accompany each other when sent to each Shareholder.

**Employee Incentive Plan** means the Parkd Employee Incentive Plan incorporated in the ASX listing prospectus in 2017.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

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

**Key Management Personnel** or **KMP** has the same meaning given in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Directors of the Company.

**Notice** means the notice of Meeting that accompanies and forms part of the Documents.

**Option** means an option, if exercised in accordance with its terms, to acquire one Share in the Company.

**Ordinary Resolution** means a resolution passed by more than 50 per cent of the votes at a general meeting of Shareholders.



**Proxy Form** means the proxy form accompanying this Notice of Meeting.

**Resolutions** means the resolutions set out in the Notice, 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.

**Share Registry** means Link Market Services.

**Special Resolution** means a resolution passed by more than 75 per cent of the votes at a general meeting of Shareholders.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

### **Interpretation**

In these Documents, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) headings are included for convenience only and do not affect interpretation;
- (f) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) the terms "included", "including" and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) a reference to a statute or statutory provision includes but is not limited to:
  - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
  - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
  - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (j) a reference to "\$", "A\$", "Australian Dollars" or "dollars" is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (k) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.



## LODGE YOUR VOTE

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

**BY MAIL**  
Parkd Ltd  
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: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of Parkd Ltd 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

STEP 1

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 Hyatt Regency Perth, 99 Adelaide Terrace, Perth WA 6000** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1 & 4:** 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 & 4, 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

STEP 2

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Robert Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Amendment to the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Peter McUtchen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Grant Of Options To Robert Martin	<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).

STEP 3



## 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

Parkd Ltd  
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)



### COMMUNICATIONS 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).

**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.**