

notice of annual general meeting 2019

amaysim Australia Ltd

ACN 143 613 478

Notice is given that the Annual General Meeting (the "**Meeting**") of amaysim Australia Limited (the "**Company**") will be held on Thursday 24 October 2019 at the offices of King & Wood Mallesons, Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney NSW commencing at 3pm AEDT.

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. Enquiries can be submitted through our dedicated Investor Centre at <https://investor.amaysim.com.au>.

amaysim

About amaysim

Our mission is to be Australia's best subscription utilities provider. We want to make things simple; to provide Australians with fair and transparent plans for their utilities.

We are an asset-light utility service provider, focusing on mobile and energy. A key focus for our business is on delivering simple and transparent plans and excellent customer service. At its core, amaysim is a technology-driven company and we continue to enhance our technology platforms to provide a customer-centric and superior user experience.

All amaysim branded plans feature no lock-in contracts, transparent pricing, and are built to deliver great customer experience, convenience and outstanding value.

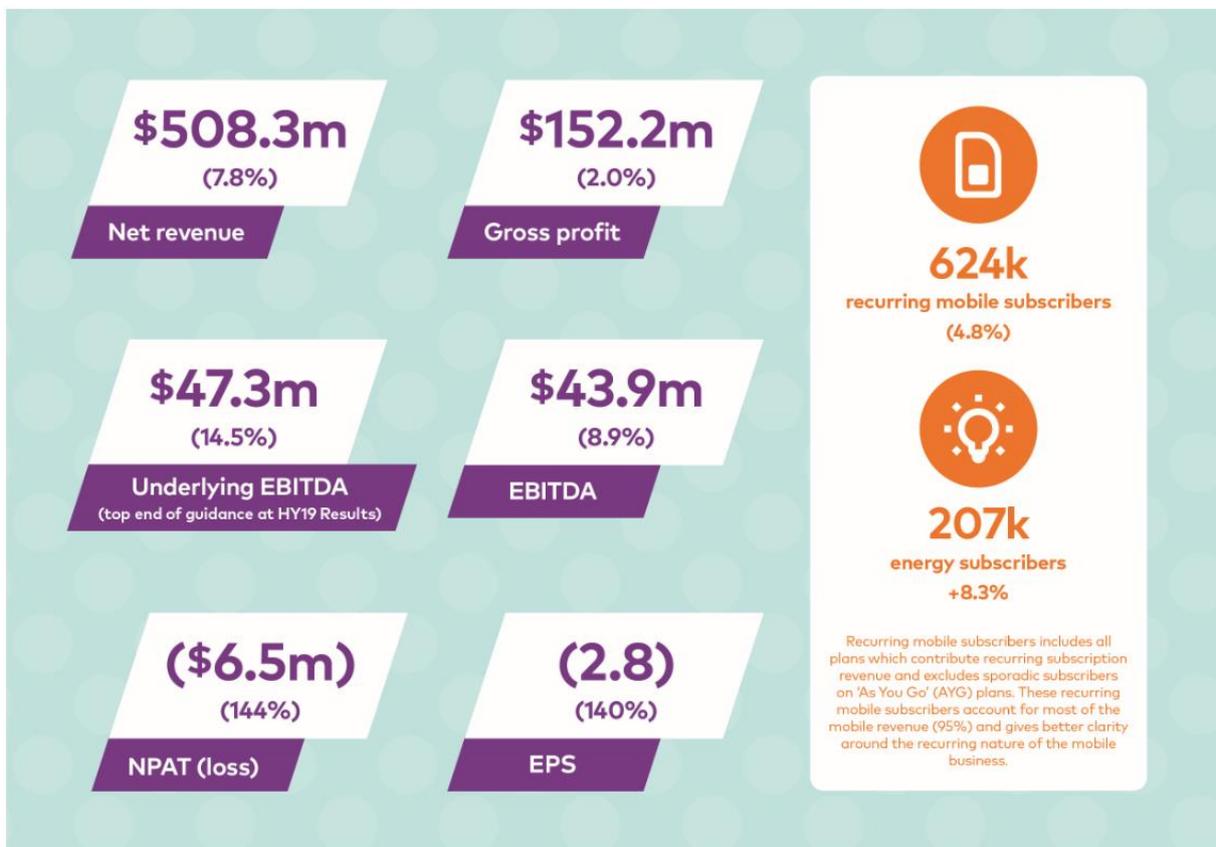
amaysim is the largest mobile virtual network operator in Australia and the fourth largest mobile service provider overall. We are focused on maintaining a dominant market position in mobile and continuing to drive subscriber growth and brand awareness.

The energy market is our next target for disruption. It has all the hallmarks of the mobile market from over a decade ago, including low customer satisfaction, opaque pricing and lack of transparency.

Leveraging our established brand and our background and expertise in innovation we are focused on disrupting the retail energy market with better, transparent and simple subscription plans that put the power back in the hands of the consumer.

Following a successful capital raise this year we are bolstering our sales and marketing activities to accelerate subscriber growth. The funding received this year has also allowed us to invest further capital into our technology stack to consolidate and simplify operational systems and processes. This development is improving the speed to market for new plans and will provide a robust and agile platform for future growth.

Overall, 2019 has been a pivotal year for amaysim. We are pleased to have delivered a solid FY2019 performance, while maintaining market share in mobile, growing our energy business and launching our innovative subscription energy plans in Victoria. We achieved a reported Underlying EBITDA of \$47.3 million, at the top end of guidance given at the half year, on net revenue of \$508.3 million.



Notice of Annual General Meeting

ENTITLEMENT TO ATTEND AND VOTE

The board of directors (the "**Board**") has determined pursuant to 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 at 3pm (Sydney time) on Tuesday 22 October 2019.

Further information about each item of business is set out in the explanatory memorandum accompanying and forming part of this Notice of Meeting.

Voting online

We strongly encourage all shareholders to vote online at: www.investorvote.com.au.

To log in you will need your holder number and the postcode for your shareholding. These can be found on the top right hand corner of your Voting Form.

Voting Form

Enclosed with this Notice of Meeting is a personalised Voting Form. The Voting Form allows shareholders who are not attending the meeting to either lodge their vote directly, or appoint a proxy or nominee to vote on their behalf.

Voting at the Meeting

All voting at the Meeting will occur via a poll in respect of each resolution.

BUSINESS OF THE MEETING

ITEM 1 – Financial Statements, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company and the reports of the directors and the auditor for the financial year ended 30 June 2019.

ITEM 2 – Adoption of Remuneration Report

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

"That the Remuneration Report (which forms part of the Directors' Report) for the financial 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

Under the *Corporations Act 2001* (Cth) ("**Corporations Act**"), voting restrictions apply to the Company's key management personnel ("**KMP**") and their closely related parties on the resolution in item 2. The term "closely related party" in relation to a member of KMP includes a spouse, dependent and certain other close family members, as well as any companies controlled by the KMP.

The Company will disregard any votes cast on the resolution in item 2 by or on behalf of a member of the KMP whose remuneration is disclosed in the remuneration report (and their closely related parties) in any capacity and as proxy by a person who is a member of the KMP at the date of the meeting (and their closely related parties). However, the Company need not disregard a vote cast as a proxy for a person entitled to vote on this item in accordance with the direction on the proxy form, or by the Chairman of the meeting, where the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

Two Strike Rule

Under the Corporations Act, there are consequences arising from the percentage of votes against the adoption of the Remuneration Report known as the 'two strike rule'. The first strike occurs when 25% or more of the votes cast on a resolution that the Remuneration Report be adopted were against the adoption of the report. The second strike occurs when the Remuneration Report considered at the immediately subsequent AGM also receives 25% or more of the votes against the adoption of the Remuneration Report. If this happens, the Corporations Act prescribes that a resolution must be put to a vote (**spill resolution**) to determine whether the directors will need to stand for re-election and whether another meeting of shareholders should be held within 90 days (**spill meeting**). At the spill meeting all the Company's directors who were directors at the most recent AGM where the Remuneration Report was considered will be required to stand for re-election (excluding the managing director).

ITEM 3 – Election of Mr Goetz Maeuser as Director

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

"That, for the purpose of Article 47(c) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Goetz Maeuser (a director appointed by the Board), retires, and being eligible, is re-elected as a director."

ITEM 4 – Election of Mr Craig Jackson as Director

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

"That, for the purpose of Article 47(c) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Craig Jackson (a director appointed by the Board), retires, and being eligible, is re-elected as a director."

PROXIES

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of the shareholder. A shareholder may appoint not more than two proxies. A proxy need not be a member of the Company, and may be an individual or a body corporate.

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

If such evidence is not received before the Meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. If you wish to appoint a proxy, please complete and submit the Proxy Form accompanying this Notice of Meeting, by following the instructions contained in the proxy form.

If a shareholder appoints a member of the Company's KMP (which includes directors) or one of the KMP's closely related parties (such as close family members or any controlled entities) as proxy, they will not be able to cast the shareholder's votes on the resolution in item 2 unless they are directed how to vote or the Chairman of the Meeting is appointed as proxy.

If the Chairman of the Meeting is appointed as a shareholder's proxy or becomes their proxy by default, and the shareholder does not mark a voting box for the resolution in item 2 then by completing and submitting the

Proxy Form, the shareholder will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of the relevant item as the Chairman decides, even though the resolution is connected with the remuneration of the Company's KMP.

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

LODGEMENT OF PROXY FORMS

Proxy Forms may be lodged:

- by hand at Computershare Investor Services Pty Limited, 60 Carrington Street, Sydney New South Wales 2000;
- by post to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne Victoria 3001 Australia;
- by fax (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555; or
- at the Company's registered office at amaysim Australia Limited, Level 6, 17-19 Bridge Street, Sydney NSW 2000.

To be effective, your Proxy Form and the Power of Attorney or other authority (if any) under which it is signed (or a copy of the Power of Attorney or other authority, certified as a true copy by Statutory Declaration), must be received no later than 48 hours prior to the Meeting (i.e. no later than 3pm on Tuesday 22 October 2019) in one of the ways specified above.

Dated: 4 September 2019.

By resolution of the Board.



Alexander Feldman
Company Secretary

Explanatory Memorandum

This explanatory memorandum has been prepared to help shareholders understand the business to be put to shareholders at the 2019 Meeting. This explanatory memorandum forms part of the Notice of Meeting and should be read in conjunction with the Notice of Meeting.

ITEM 1 – Financial Statements, Directors' Report and Auditor's Report

As required by section 317 of the Corporations Act, the Financial Statements, Directors' Report and auditor's report of the Company for the financial year ended 30 June 2019 will be laid before the Meeting. Shareholders will be provided with the opportunity to ask questions or raise comments about these reports or on the management of the Company. Also, a reasonable opportunity will be given to shareholders to ask the Company's auditor questions relevant to 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.

As there is no requirement for a formal resolution on this item, a resolution will not be put to the Meeting.

ITEM 2 – Adoption of Remuneration Report

Under the Corporations Act, the Company is required to include, in the Directors' Report, a detailed Remuneration Report setting out certain prescribed information relating to directors' and executives' remuneration, and submit this for adoption by resolution of shareholders at the Meeting.

The Company's Remuneration Report for the financial period ended 30 June 2019 forms part of the Company's 2019 Annual Report, a copy of which was provided to shareholders ahead of this Meeting.

The Remuneration Report discusses matters including the remuneration policy of the Company, the remuneration paid to directors and executives who are KMPs, and the relationship between remuneration of those directors and KMPs and performance.

The vote on this resolution is advisory only and does not bind the directors or the Company.

Board recommendation

The directors unanimously recommend that shareholders vote **IN FAVOUR** of the resolution to adopt the remuneration report. The Chairman of the Meeting intends to vote all available and undirected proxies in favour of this resolution.

ITEM 3 – Re-election of Mr Goetz Maeuser as a Director

In October 2018, the Company appointed Mr Goetz Maeuser as an independent non-executive director.

Pursuant to ASX Listing Rule 14.5, an entity must hold an election of directors at each annual general meeting. This rule applies even where no director is required to stand for re-election at an annual general meeting under ASX Listing Rule 14.4.

The Company must therefore have at least one director stand for election or re-election at the Meeting. Accordingly, pursuant to Article 47(b) of the Company's Constitution, Mr Maeuser retires, and being eligible, offers himself for election at the Meeting.

The Board has reviewed the skills and performance Mr Maeuser and has endorsed his nomination as a candidate for re-election.

The experience, qualifications and other information about Mr Maeuser are set out below.

Mr Maeuser has extensive experience as an advisor and director of private and listed businesses in the technology and media sectors.

Prior to joining amaysim in 2018, Mr Maeuser was a management consultant with McKinsey & Co., Inc., working in Germany and Brazil. He was also a Partner in private equity firm Permira Advisers Ltd, where he focused on a broad range of sectors including industrials, consumer, healthcare and lead the media effort within the telecommunications, media and technology sector. He was the lead Partner on several significant transactions including the acquisition and subsequent merger of SBS Broadcasting Sarl and ProSiebenSat.1 Media AG. From 2007 to 2014, Mr Maeuser was a member of the supervisory board and served more than four years as chairman of MDAX-listed ProSiebenSat.1 Media AG, the leading German entertainment player with a strong e-commerce business.

Currently, Mr Maeuser is the Chairman of Max 21 AG, a listed technology company on the Frankfurt Stock Exchange that operates in the Post and Mail Management sector and has held this position since July 2015. He also serves as a Member of Board of Directors of PSquared Asset Management AG, Zürich.

Mr Maeuser has graduated as "Diplom-Kaufmann" from the University of Cologne and holds a Master of Business Administration from Leonard N. Stern School of Business, New York University.

Board recommendation

The directors unanimously (other than Mr Maeuser) recommend that shareholders vote **IN FAVOUR** of the re-election of Mr Goetz Maeuser as a director. The Chairman of the Meeting intends to vote all available and undirected proxies in favour of this resolution.

ITEM 4 – Re-election of Mr Craig Jackson as a Director

In November 2018, the Company appointed Mr Craig Jackson as an independent non-executive director.

Pursuant to ASX Listing Rule 14.5, an entity must hold an election of directors at each annual general meeting. This rule applies even where no director is required to stand for re-election at an annual general meeting under ASX Listing Rule 14.4.

The Company must therefore have at least one director stand for election or re-election at the Meeting. Accordingly, pursuant to Article 47(b) of the Company's Constitution, Mr Jackson retires, and being eligible, offers himself for election at the Meeting.

The Board has reviewed the skills and performance Mr Jackson and has endorsed his nomination as a candidate for re-election.

The experience, qualifications and other information about Mr Jackson are set out below. Mr Jackson has over 40 years professional accounting experience, including 28 years as Partner at KPMG, Andersen and Ernst & Young.

Mr Jackson has been the Lead Partner for International and domestic companies (ASX 100) and government organisations specialising in external audit, risk management & internal audit, performance improvement, corporate governance, public floats, acquisitions and divestments. Previously, he was a Director of RM Watson (Chairman), Ernst & Young Asia Pacific and Oceania, Australian Institute of Company Directors, Ernst & Young ASIC Registered Companies, Australia Korea Business Council and Sydney University Accounting Foundation.

Currently, Mr Jackson serves as a Director of NSW Ports, Rheem Australia & Paloma Rheem Global, Kimbriki Environmental Enterprises (Chairman), Decideware Development (Chairman), Aderant and Bowel Cancer Australia (Chairman).

Mr Jackson holds Diploma in Commerce from the NSW Institute of Technology.

Mr Jackson is a Fellow of the Chartered Accountants Australia & New Zealand and a Fellow of the Australian Institute of Company Directors.

Board recommendation

The directors unanimously (other than Mr Jackson) recommend that shareholders vote **IN FAVOUR** of the election of Mr Craig Jackson as a director. The chairman of the Meeting intends to vote all available and undirected proxies in favour of this resolution



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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (AEDT)** Tuesday, 22 October 2019.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of amaysim Australia Limited hereby appoint

the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of amaysim Australia Limited to be held at the offices of King & Wood Mallesons, Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney NSW on Thursday, 24 October 2019 at 3:00pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on **Item 2** (except where I/we have indicated a different voting intention in step 2) even though **Item 2** connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on **Item 2** by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Goetz Maeuser as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Mr Craig Jackson as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

