



NSX Limited
ACN 089 447 058
and Subsidiary Entities

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NSX Limited

ACN 089 447 058

Notice of Annual General Meeting 2020

Thursday 26 November 2020, 11.00am (AEDT)

To be held at the ClearPay registered office
456 Victoria Parade Melbourne VIC 3002

NOTICE OF ANNUAL GENERAL MEETING 2020 AND EXPLANATORY NOTES

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION

You should read the whole of this document before you decide whether and how to vote on the Resolutions in the Notice of Annual General Meeting.

IMPORTANT NOTICES

The Explanatory Notes in this document are intended to provide Securityholders with information to assess the merits of the proposed Resolutions contained in this Notice of Annual General Meeting and are to be read in conjunction with the Notice of Annual General Meeting.

Defined terms

Terms used in the Notice of Annual General Meeting and the Explanatory Notes are defined in the Glossary at the end of the Explanatory Notes.

Read this document

The Notice of Annual General Meeting and the Explanatory Notes are important. You should read each document in its entirety before deciding how to vote on the Resolutions. If you have any doubt regarding what you should do, you should consult your investment, financial or other professional advisers.

Forward-looking statements

Certain statements in the Explanatory Notes may constitute "forward-looking statements" for the purposes of applicable securities law. You should be aware that there are a number of risks (known and unknown), uncertainties and assumptions and other important factors that could cause the actual results, performance or achievements of the Company to be materially different from the future results, performance or achievements, express or implied, by such statements. Factors that could cause or contribute to such differences include the general trading and economic conditions affecting the Company. The past performance of the Company is not necessarily representative of future performance.

None of the Company or their respective directors, officers and advisers, or any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in the Explanatory Notes will actually occur. Securityholders are cautioned not to place undue reliance on these forward-looking statements.

All subsequent written and oral forward-looking statements attributable to the Company or any person acting on their behalf are qualified by the above cautionary statement.

NOTICE OF ANNUAL GENERAL MEETING 2020

NSX Limited ACN 089 447 058 ("NSX" or "the Company") will hold its 21st Annual General Meeting at **11:00 AM** (AEDT) on **Thursday 26 November 2020**, in the registered offices of ClearPay, 456 Victoria Parade, Melbourne VIC 3002. Due to COVID-19 pandemic restrictions and requirements attendee registration will be via weblink which will be provided up to **10:30 AM** (AEDT) on the day prior to the meeting by sending an emailed request to the Company Secretary at cosec@nsx.com.au and including your registered Security Holder Name and Address.

ORDINARY BUSINESS

Receipt and tabling of financial statements and reports

To receive, consider and discuss the:

- a) Director's Report;
- b) Remuneration Report;
- c) Financial Report; and
- d) Auditor's Report.

for the Company and its controlled entities for the year ended 30 June 2020.

Note: Reports are tabled at the meeting. Securityholders are not required to vote on this item except for the Remuneration Report listed as Resolution 1. Sufficient time will be allowed at the meeting to discuss the reports and to ask questions of the Directors and the Company auditor (PKF).

Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2020, being part of the Directors' Report is adopted."

Voting Exclusion Statement and Notes on Resolution 1:

- a) *The vote on this item is advisory only and does not bind the Directors or the Company.*
- b) *However, the outcome of the vote and comments made by Securityholders on the Remuneration Report at the meeting will be taken under advisement by the Directors when formulating future remuneration policies.*
- c) *Key Management Personnel and Closely Related Parties of the Key Management Personnel are excluded from voting on this Resolution.*
- d) *However, a person described in paragraph (c) above may cast a vote on this Resolution if:*
 - a. *the person does so as a proxy that specifies how the proxy is to vote on the Resolution; or*
 - b. *the person is the Chair and has been appointed as a proxy (expressly or by default) without being directed how to vote on the Resolution; and*
 - c. *in either case, the vote is not cast on behalf of a person described in (c) above.*
- e) *The Chair will cast any undirected votes for this Resolution.*

Resolution 2 – Re-election of Mr Tony Shen (Weigou) as a Director

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

"That Mr Tony Shen (Weigou), being a Director of the Company, who retires by rotation in accordance with the Company's Constitution, and being eligible, offers themselves for re-election, is re-elected as a Director of the Company."

Resolution 3 – Election of Mr Timothy Hart as a Director

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

“That Mr Timothy Hart, being a Director of the Company, having been appointed as an additional director to the Board since the previous Annual General Meeting and being eligible, offers themselves for election, is elected as a Director of the Company.”

Resolution 4 – Election of Mr Tod McGrouther as a Director

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

“That Mr Tod McGrouther, being a Director of the Company, having been appointed as an additional director to the Board since the previous Annual General Meeting and being eligible, offers themselves for election, is elected as a Director of the Company.”

Resolution 5 – Election of Ms Kelly Humphreys as a Director

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

“That Ms Kelly Humphreys, being a Director of the Company, having been appointed as an additional director to the Board since the previous Annual General Meeting and being eligible, offers themselves for election, is elected as a Director of the Company.”

Resolution 6 – Election of Dr Michael Aitken AM as a Director

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

“That Dr Michael Aitken AM, being a Director of the Company, having been appointed as an additional director to the Board since the previous Annual General Meeting and being eligible, offers themselves for election, is elected as a Director of the Company.”

Authorised by order of the Board

Scott Evans
Company Secretary
23 October 2020

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES

The accompanying Explanatory Notes form part of this Notice of Annual General Meeting and should be read in conjunction with it. Unless the context otherwise requires, terms which are defined in the Explanatory Notes have the same meaning when used in this Notice of Annual General Meeting.

RECORD DATE

The Board has determined that, for the purposes of the meeting, Shares will be taken to be held by the persons who are registered as a Securityholder as at **7.00pm (AEDT) on Tuesday 24 November 2020**. Accordingly Share transfers registered after that time will be disregarded in determining entitlement to attend and vote at the meeting.

POLL

Subject to any voting exclusions, on a poll, Securityholders will have one vote for every Share held. On a show of hands, every person present and qualified to vote has one vote and if one proxy has been appointed, that proxy will have one vote on a show of hands. If a Securityholder appoints more than one proxy, neither proxy may vote on a show of hands, but both proxies will be entitled to vote on a poll.

Note: The Chair will call a poll on all resolutions.

REPRESENTATIVES

A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at meetings of Securityholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of their appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

PROXIES

A proxy form accompanies this Notice of Annual General Meeting.

If you are entitled to attend and cast a vote at the meeting, you may appoint a person as your proxy to attend and vote for you at the meeting and that appointment may specify the proportion or number of votes that the proxy may exercise. If you are entitled to cast 2 or more votes at the meeting, you may appoint up to 2 proxies. If you appoint 2 proxies but do not specify the proportion or number of your votes that each proxy may exercise, each proxy may exercise half of your votes. A proxy does not need to be a Securityholder.

If the proxy form is signed under a power of attorney, you must also lodge the power of attorney with the Company not less than 48 hours before the meeting, unless you have previously sent the power of attorney to the Company.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolutions by marking either **“For”**, **“Against”** or **“Abstain”** on the proxy form for that Resolution.

To appoint a proxy (or proxies) you must complete the attached proxy form and lodge it so that it is received by the Company not less than 48 hours before the meeting (i.e. by **11:00 AM (AEDT) on Tuesday 24 November 2020**) at the following address, fax number or vote online (see methods of voting on the next page).

METHODS OF VOTING

BY MAIL -	Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
BY FAX -	+ 61 2 9290 9655
IN PERSON -	Share Registry – Boardroom Pty Limited, Grosvenor Place, Level 12, 225 George Street, Sydney NSW 2000 Australia
LODGE PROXY ONLINE –	https://www.votingonline.com.au/nsxagm2020

ATTENDING THE MEETING

Physical attendance by shareholders will not be permitted due to COVID-19 social distancing restrictions, travel restrictions and other requirements imposed by State and Federal governments. Attendance is only available by weblink to registered shareholders and the Board.

You must lodge your vote or proxy in advance of the meeting by 11.00 am Tuesday 24 November 2020.

If you have lodged an online proxy, you are still entitled to attend the Meeting by weblink. You must register your interest to attend the meeting by weblink on or before **11:00 am Tuesday 24 November 2020** by sending an email to the Company Secretary at cosec@nsx.com.au and include your registered Security Holder Name and Address details in the email request.

SUBMITTING QUESTIONS

It is preferred that if you have any questions of the Board that they be submitted in writing to the Company Secretary by email at cosec@nsx.com.au on or before 11:00 am Tuesday 24 November 2020.

APPOINTMENT OF THE CHAIR OR OTHER KEY MANAGEMENT PERSONNEL AS YOUR PROXY

Due to the voting exclusions and requirements referred to in the Notice of Annual General Meeting, if you intend to appoint any Director or other Key Management Personnel or their Closely Related Parties, other than the Chair, as your proxy, you should direct your proxy how to vote on Resolution 1 (Adoption of Remuneration Report) by

marking either "For", "Against" or "Abstain" on the proxy form for the relevant item of business. If you do not direct such a proxy how to vote on that Resolution, they will not be able to vote an undirected proxy and your vote will not be counted. This does not apply to the Chair, who is able to vote undirected proxies.

HOW THE CHAIR OF THE MEETING WILL VOTE UNDIRECTED PROXIES

You should note that if you appoint the Chair as your proxy, or the Chair is appointed your proxy by default, you will be taken to authorise the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the Remuneration Report of a member of the Company's Key Management Personnel. Instructions are provided in the proxy form distributed with the Notice of Annual General Meeting.

If you appoint the Chair of the Meeting as your proxy and you wish to vote differently to how the Chair of the Meeting intends to vote on any of the items you must mark either of the boxes "For", "Against" or "Abstain" on the proxy form for the relevant Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of all the Resolutions.

NON-CHAIR DIRECTED PROXIES

Non-Chair proxy holders are required to cast all of their directed proxies on all Resolutions as directed on a poll if they vote. If a nominated proxy does not vote on a poll, the proxy will automatically default to the Chair, who has a duty to vote all directed proxies on a poll (sections 250BB and 250BC of the *Corporations Act*).

EXPLANATORY MEMORANDUM

These Explanatory Notes have been prepared for the Securityholders to provide information about the items of business to be considered at the Annual General Meeting of the Company to be held at **11:00 AM (AEDT) on Thursday 26 November 2020**.

The Company recommends that Securityholders read this Explanatory Memorandum in full and in conjunction with the Notice before making any decisions in relation to the proposed Resolution.

Overview of Explanatory Notes

Sections 1 through 6 of these Explanatory Notes provides information relating to the Ordinary Business described in the Notice of Annual General Meeting, including Resolutions 1 through 5. Resolutions 1 through 5 are Ordinary Resolutions.

Section 7 sets out the glossary of terms used in these Explanatory Notes.

The information contained in these Explanatory Notes is important and should be read carefully by all Securityholders.

1. FINANCIAL STATEMENTS AND REPORTS

1.1 Securityholder questions and comments

The *Corporations Act* requires that the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report for the Company for the year ended 30 June 2020 be laid before the meeting.

There is no requirement in the *Corporations Act* or the Company's Constitution for Securityholders to approve those reports.

The Chair will allow a reasonable opportunity for Securityholders to ask questions or make comments about those reports and the business and operations of the Company.

Securityholders will also be given a reasonable opportunity to ask the auditor questions about 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.

1.2 How to obtain a copy of the Annual Report to Shareholders 2020

Securityholders are able to access an electronic version of the Company's 2020 Annual Report on the NSX website at <https://www.nsx.com.au/about/investor-relations/financial-reporting/>.

Alternatively, a hardcopy of the Company's 2020 Annual report can be requested by contacting the offices of the Company during business hours.

2. REMUNERATION REPORT

2.1 Resolution 1 – Adoption of the Remuneration Report

Securityholders are required to vote on the Remuneration Report.

The Remuneration Report is contained within the Directors' Report of the Annual Report, including the required presentation of the remuneration tables referred to in the report and set out in the notes of the financial statements.

The vote on this item is advisory only and does not bind the Directors or the Company. However, the outcome of the vote and comments made by Securityholders on the Remuneration Report at the meeting will be taken under advisement by the Directors when formulating future remuneration policies.

In addition, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Securityholders will be required to vote at the second of those AGMs on a resolution (a "Spill" Resolution) to determine whether another meeting should be held within 90 days at which all the Directors (other than the Managing Director) must present themselves for re-election. Securityholders are not required to vote on a spill resolution at this Meeting.

The Company encourages all Securityholders to cast their votes on this Resolution.

2.2 What majority of votes is required for Resolution 1 to be passed?

An Ordinary Resolution is required for Resolution 1 to be passed. That is 50% or more of the votes counted either by a show of hands or in a poll.

2.3 Who can vote on Resolution 1 (Voting Exclusions)?

Subject to the Constitution and *Corporations Act*, all Securityholders can vote on Resolution 1 except Key Management Personnel and their Closely Related Parties.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "**For**", "**Against**" or "**Abstain**" on the proxy form for that Resolution.

2.4 Undirected proxies

The Chair of the meeting will exercise any undirected proxies for this Resolution and any subsequent "Spill" resolution even though the Resolution is directly or indirectly connected with the remuneration of a member of the Key Management Personnel. Any undirected proxies held by other Key Management Personnel or any of their Closely Related Parties will not be voted on this Resolution.

2.5 Directors' recommendation

The Directors unanimously recommend that the Securityholders pass Resolution 1.

3. RE-ELECTION OF DIRECTOR

3.1 Resolution 2 - Re-election of Tony Shen as a Director

In accordance with ASX Listing Rules 14.4 and 14.5 and articles 12.3 and 12.4 of the Company's Constitution, a Director must not hold office without re-election past the third annual general meeting following the Director's appointment or three years whichever is longer and one-third of the existing Directors must retire by rotation irrespective of when they were appointed. A Director who retires in accordance with these requirements may offer themselves for re-election. Tony Shen, being a Director meeting these conditions, retires by rotation and offers himself for re-election.

3.2 Information about Tony Shen

Positions held:	Non-executive Director of NSX Limited.
Qualifications:	B.Economics & Management
Appointed:	29 September 2016
Directorships held in other listed entities	Nil
Interests in NSX Limited shares:	24,285,000 Fully Paid Ordinary Shares (relevant interest as a director of SHKL Group Limited)
Experience:	

Mr Shen is an executive director and a controlling shareholder of SHKL Group Limited. Mr Shen is an executive director of KSTV (Hong Kong) Limited and Shanghai Kunlun Cultural Media Co., Limited. Mr Shen is a director and substantial shareholder of KSTV Group Limited. In addition to the above companies, Mr Shen is also either an officer and/or has an interest in a number of private companies registered and operating exclusively in China.

3.3 What majority of votes is required for Resolution 2 to be passed?

An Ordinary Resolution is required for Resolution 2 to be passed. That is 50% or more of the votes counted either by a show of hands or in a poll.

3.4 Who can vote on Resolution 2?

Subject to the Constitution, all Securityholders can vote on Resolution 2. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 2 by marking either "For", "Against" or "Abstain" on the proxy form for that Resolution.

3.5 Directors' recommendation

The Directors unanimously recommend that Securityholders vote in favour of Resolution 2.

4. ELECTION OF DIRECTOR

4.1 Resolution 3 - Election of Timothy Hart as a Director

In accordance with article 12.7 of the Company's Constitution, Directors may appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing Directors. Under ASX rule 14.4 and article 12.8 of the Company's Constitution, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without election) past the next Annual General Meeting of the Company. A director is then eligible for election.

4.2 Information about Timothy Hart

Positions held:	Non-executive Director and Chair of NSX Limited. Non-executive Director of National Stock Exchange of Australia Limited
Qualifications:	Postgraduate Diplomas from Said Business School, The University of Oxford (Strategy & Innovation and Organisational Leadership) and holds a number of degrees from University of Melbourne- Bachelor of Science, Master of Management and Master of Marketing and Master of Education
Appointed:	26 February 2020 and 26 March 2020 respectively
Directorships held in other listed entities	Director and Chair of iSignthis Limited (ASX: ISX)
Interests in NSX Limited shares:	49,449,033 Fully Paid Ordinary Shares (relevant interest as a director of iSignthis Limited)
Experience:	

Previously Managing Director and CEO of Ridley Corporation Limited. Mr Hart varied experience covers governance, general management, finance, regtech, strategic marketing, sales, and logistics. Before joining Ridley, Mr Hart was CEO of Sugar Australia for eight years, after a long career in fast-moving consumer goods industry with SCA and in packaging with Carter Holt Harvey, ACI and Amcor.

Mr Hart is a fellow of the Australian Institute of Company Directors and of the institute of Managers and Leaders (Australia and New Zealand).

4.3 What majority of votes is required for Resolution 3 to be passed?

An Ordinary Resolution is required for Resolution 3 to be passed. That is 50% or more of the votes counted either by a show of hands or in a poll.

4.4 Who can vote on Resolution 3?

Subject to the Constitution, all Securityholders can vote on Resolution 3. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 3 by marking either "**For**", "**Against**" or "**Abstain**" on the proxy form for that Resolution.

4.5 Directors' recommendation

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

5. ELECTION OF DIRECTOR

5.1 Resolution 4 - Election of Tod McGrouther as a Director

In accordance with article 12.7 of the Company's Constitution, Directors may appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing Directors. Under ASX rule 14.4 and article 12.8 of the Company's Constitution, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without election) past the next Annual General Meeting of the Company. A director is then eligible for election.

5.2 Information about Tod McGrouther

Positions held:	Independent Non-executive Director of NSX Limited. Independent Non-executive Director and Chair of National Stock Exchange of Australia Limited.
Qualifications:	Bachelor of Law (First Class Honours and University Medal) University of Sydney and Bachelor of Commerce (First Class Honours) and University medal from University of New South Wales, Diploma of Finance Securities Institute of Australia.
Appointed:	18 February 2020
Directorships held in other listed entities	Urbanise Limited (ASX: UBN), Love Group Global Limited (ASX: LVE), European Cannabis Corporation Limited.
Interests in NSX Limited shares:	Nil
Experience:	

Mr McGrouther has worked in the Australian corporate advisory industry and equity capital markets since 1986 commencing as Associate Director of Bankers Trust Australia and advising a large number of corporate advisory assignments including the State Bank of Victoria, the South Australian Government, the Bank of New Zealand, the State Bank of New South Wales, the Commonwealth Bank and Qantas.

Between 1994 and 1998 Mr McGrouther was director of the Corporate Finance Department of Prudential Bache Securities Limited. During this time, he completed a number of equity capital raising assignments specialising in the resources sector for the clients including Anaconda Nickel Limited, Australian Goldfields Limited, Sipa Resources Limited and Legend Mining Limited. Mr McGrouther also completed a large number of industrial sector initial public offerings including the demutualising and listing of Namoi Cotton Limited.

5.3 What majority of votes is required for Resolution 4 to be passed?

An Ordinary Resolution is required for Resolution 4 to be passed. That is 50% or more of the votes counted either by a show of hands or in a poll.

5.4 Who can vote on Resolution 4?

Subject to the Constitution, all Securityholders can vote on Resolution 4. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 4 by marking either "For", "Against" or "Abstain" on the proxy form for that Resolution.

5.5 Directors' recommendation

The Directors recommend that Securityholders vote in favour of Resolution 4.

6. ELECTION OF DIRECTOR

6.1 Resolution 5 - Election of Kelly Humphreys as a Director

In accordance with article 12.7 of the Company's Constitution, Directors may appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing Directors. Under ASX rule 14.4 and article 12.8 of the Company's Constitution, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without election) past the next Annual General Meeting of the Company. A director is then eligible for election.

6.2 Information about Kelly Humphreys

Positions held:	Independent Non-executive Director of NSX Limited. Independent Non-executive Director National Stock Exchange of Australia Limited Chair of Audit and Risk Committee
Qualifications:	Master of Management, Diploma in Financial Services and a graduate member of Australian Institute of Company Directors.
Appointed:	18 June 2020 and 4 August 2020 respectively
Directorships held in other listed entities	Non-Executive Director of Raiz Invest Limited (ASX: RZI).
Interests in NSX Limited shares:	Nil
Experience:	

Ms Humphreys is an experienced non-executive director with existing Board and committee roles spanning industry sectors including financial service, health, regulation, and education. Ms Humphreys has extensive executive experience in financial services and a depth of technical expertise in operations, risk management and governance. Ms Humphreys brings a strong commercial approach to achieving objectives in complex regulatory environments and working effectively to deliver growth and improved performance.

Ms Humphreys is also a Non-Executive Director of Latrobe Private Health and the Accident Compensation Conciliation Service and a Commissioner of the Victorian Building Authority.

6.3 What majority of votes is required for Resolution 5 to be passed?

An Ordinary Resolution is required for Resolution 5 to be passed. That is 50% or more of the votes counted either by a show of hands or in a poll.

6.4 Who can vote on Resolution 5?

Subject to the Constitution, all Securityholders can vote on Resolution 5. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 5 by marking either "For", "Against" or "Abstain" on the proxy form for that Resolution.

6.5 Directors' recommendation

The Directors recommend that Securityholders vote in favour of Resolution 5.

7. ELECTION OF DIRECTOR

7.1 Resolution 6 - Election of Michael Aitken AM as a Director

In accordance with article 12.7 of the Company's Constitution, Directors may appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing Directors. Under ASX rule 14.4 and article 12.8 of the Company's Constitution, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without election) past the next Annual General Meeting of the Company. A director is then eligible for election.

7.2 Information about Michael Aitken AM

Positions held:	Independent Non-executive Director of NSX Limited.
Qualifications:	Member of the Order of Australia (AM) PhD (Australian Graduate School of Management, UNSW) Master of Business Studies, Accounting and Finance
Directorships held in other listed entities	Nil
Interests in NSX Limited shares:	Nil

Experience:

Dr Aitken has had a long and distinguished career at the nexus of building businesses as part of introducing postgraduate students to entrepreneurial endeavour predominately in financial markets. Much of this work was conducted under the auspices of Capital Markets Cooperative Research Centre - CMCRC. He is currently the Chief Scientist of the Rozetta Institute (formerly CMCRC).

Early in his career, he designed courses and computer programs to support the curriculum for fourth year honours and PhD programs. Along with "Trading and Dealing in Securities Markets" and "Broking and Market-Making", he designed "REPLAY", a program that enables the dynamics of any automated security market to be replayed in its entirety, providing access to the working dynamics of securities markets for research and training purposes. Dr Aitken also designed the software program "SPREAD", which is a time-series visualisation of stock market trading behaviour. Both programs became part of SMARTS, the world-leading software for market surveillance which he designed and sold to NASDAQ in 2010. NSXA operates SMARTS as part of its surveillance operations sourced from NASDAQ. Dr Aitken is a well respected expert witness in cases involving insider trading, market manipulation having worked on cases in the United Kingdom, Singapore, New Zealand, Malaysia, the UAE and Australia. He holds a PhD from the Australian Graduate School of Management at the University of New South Wales in security market design. He has won numerous awards including the Prime Minister's Prize for Innovation in Science in 2014 for his work on SMARTS.

7.3 What majority of votes is required for Resolution 6 to be passed?

An Ordinary Resolution is required for Resolution 6 to be passed. That is 50% or more of the votes counted either by a show of hands or in a poll.

7.4 Who can vote on Resolution 6?

Subject to the Constitution, all Securityholders can vote on Resolution 6. If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 6 by marking either "For", "Against" or "Abstain" on the proxy form for that Resolution.

7.5 Directors' recommendation

The Directors recommend that Securityholders vote in favour of Resolution 6.

8. GLOSSARY

\$ and cents means an amount in Australian currency.

Annual Report means the Company's Annual Financial Report, Directors' Report, Remuneration Report and Auditor's Report for the financial year ended 30 June 2020.

ASX means ASX Limited ACN 008 624 691 or the securities market which it operates, as the case may be.

Board means the board of directors of the Company of NSX Limited.

Closely Related Party means, as defined in the *Corporations Act*, a closely related party of a member of the Key Management Personnel being:

- a) a spouse or child of the member; or
- b) a child of the member's spouse; or
- c) a dependant of the member or of the member's spouse; or
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- e) a company the member controls; or
- f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means NSX Limited ABN 33 089 447 058.

Constitution means the constitution of the Company at the date of these Explanatory Notes.

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

Directors means the directors of the Company.

Explanatory Notes means these Explanatory Notes.

Key Management Personnel means those people described as Key Management Personnel in the Company's Remuneration Report and includes all Directors.

Listing Rule means a listing rule of the ASX.

Notice of Annual General Meeting means the Notice of Annual General Meeting accompanying these Explanatory Notes.

Ordinary Resolution means a simple majority (at least 50%) of those Securityholders present and entitled to vote either in person or by proxy at the meeting, either on a show of hands or on a poll if one is called in accordance with applicable requirements.

Resolution means a resolution in the Notice of Annual General Meeting which requires Securityholder approval.

Share means a fully paid ordinary share in the Company or an equivalent paid up value of a partly paid share.

Securityholder means any person holding Shares.



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Tuesday, 24 November 2020.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/nsxagm2020>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Tuesday, 24 November 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting. **Proxy forms may be lodged using the enclosed Reply Paid Envelope or:**

- 🖥 **Online** <https://www.votingonline.com.au/nsxagm2020>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **NSX Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

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 at the Annual General Meeting of the Company to be held at **456 Victoria Parade, Melbourne VIC 3002 on Thursday, 26 November 2020 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Tony Shen (Weigou) as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Timothy Hart as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Mr Tod McGrouther as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Ms Kelly Humphreys as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Election of Dr Michael Aitken AM as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020