



engage:BDR Limited
ACN 621 160 585

Notice of General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Thursday: 16 January 2020

Time of Meeting:
10.00am (AEDT)

Place of Meeting:
Level 4, 100 Albert Road, South Melbourne, Victoria

*This Notice of General Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other
professional advisor without delay.*

engage:BDR Limited

ACN 621 160 585

Registered Office: Scottish House, Level 4, 90 William Street, Melbourne, Victoria, 3000

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of engage:BDR Limited (the "Company") will be held at Level 4, 100 Albert Road, South Melbourne, Victoria at 10.00am (AEDT) on Thursday, 16 January 2020 ("Meeting").

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

ORDINARY BUSINESS:

Resolution 1: Removal of Auditor

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

"That, for the purpose of section 329(1) of the Corporations Act and for all other purposes, BDO East Coast Partnership, the current auditor of the Company, be removed as auditor of the Company, effective from the date of the Meeting."

SPECIAL BUSINESS:

Resolution 2: Appointment of Auditor

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

"That, subject to the passing of Resolution 1, for the purpose of section 327D(2) of the Corporations Act and for all other purposes, William Buck Audit (Vic) Pty Ltd of Level 20, 181 William Street, Melbourne being qualified to act as auditor of the Company, and having consented to be act, be appointed as auditor of the Company, effective from the date of the Meeting, and the Directors be authorised to agree the remuneration."

By order of the Board:



Melanie Leydin
Company Secretary
Dated: **9 December 2019**

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Notes accompanying this Notice should be read together with, and form part of, this Notice.
2. **Record Date:** The Company has determined that for the purposes of the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the Meeting. Only those persons will be entitled to vote at the Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting. On a poll, members have one vote for every fully paid ordinary share held.
3. **Proxies**
 - a. Votes at the Meeting may be given personally or by proxy, attorney or representative.
 - b. Each Shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a Shareholder of the Company.
 - d. If a Shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
 - e. Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - f. If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the Shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. If you sign the proxy form and do not appoint a proxy, you will have appointed the Chairman of the meeting as your proxy.
 - i. To be effective, proxy forms must be received by the Company's share registry (Computershare Limited) no later than 48 hours before the commencement of the General Meeting, this is no later than 10.00am (AEDT) on Tuesday, 14 January 2020. Any proxy received after that time will not be valid for the scheduled meeting.
4. **Corporate Representative**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.
5. **How the Chairman will vote Undirected Proxies**

The Chairman will vote undirected proxies in favour of all of the proposed resolutions.
6. **Special Resolution**

Resolution 2 is proposed as a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of shares) must be in favour of the resolution.
7. **Enquiries**

Shareholders are invited to contact the Company Secretary, Melanie Leydin on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

engage:BDR Limited

ACN 621 160 585

Registered office: Scottish House, Level 4, 90 William Street, Melbourne, Victoria, 3000

EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Notice for the Meeting to be held at Level 4, 100 Albert Road, South Melbourne, Victoria on Thursday, 16 January 2020 at 10.00am. The Notice incorporates, and should be read together with, this Explanatory Statement.

This Explanatory Statement and the Notice are important documents. Please read them carefully.

Resolution 1: Removal of Auditor

Under section 329 of the Corporations Act, an auditor may be removed from office by resolution at a general meeting of which two months' notice of intention to move the resolution has been given. It should be noted that, under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than two months after the notice of intention is given.

On 6 December 2019, a notice of request to convene a meeting to consider a resolution to remove the Company's auditor, BDO East Coast Partnership, was served on the Company pursuant to s.329(1A) of the Corporations Act ("Notice of Intention").

The Company has provided a copy of the Notice of Intention to BDO East Coast Partnership and to ASIC in accordance with the Corporations Act. A copy of the Notice of Intention is included in Annexure A.

BDO East Coast Partnership is entitled to make representations under s.329(3) of the Corporations Act within 7 days of receipt of the Notice of Intention in writing and to have those representations sent to members prior to the meeting.

BDO East Coast Partnership did not make any representations pursuant to section 329(3) of the Corporations Act prior to the time this Notice was sent to the printer.

Each member must consider his or her own opinion in relation to the resolution and vote as he or she considers appropriate having regard to the information contained in this Explanatory Memorandum.

Resolution 2: Appointment of Auditor

Section 327D(2) of the Corporations Act provides that a company which has removed its auditor at a general meeting may pass a special resolution to appoint a new auditor at that same general meeting, provided that a copy of the notice of nomination of the auditor has previously been sent to the proposed new auditor as well as to the current auditor and each person entitled to receive a notice of meeting.

Resolution 2 provides for the auditor vacancy to be filled if Resolution 1 is passed. If Resolution 1 is not passed then Resolution 2 shall be withdrawn.

A notice of the nomination of William Buck Audit (Vic) Pty Ltd as the new auditor of the Company has been received by the Company and a copy has been sent to BDO East Coast Partnership. A copy of the notice is set out in Annexure A.

The Directors propose that William Buck Audit (Vic) Pty Ltd be appointed as the Company's auditor effective from the date of the Meeting. William Buck Audit (Vic) Pty Ltd has given written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Resolution 2 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

If Resolution 1 is passed and Resolution 2 is not passed, the Company will hold an adjourned meeting no less than 20 days and no greater than 30 days following this meeting. At that meeting, the William Buck Audit (Vic) Pty Ltd can be appointed by an ordinary resolution provided that the Company receives a notice of

nomination of William Buck Audit (Vic) Pty Ltd from a member of the Company at least 14 days before the date of the adjourned meeting.

Each member must consider his or her own opinion in relation to the resolution and vote as he or she considers appropriate having regard to the information contained in this Explanatory Memorandum.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**AEDT**” means Australian Eastern Daylight Time;

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Company**” means engage;BDR Limited ACN 621 160 585;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Notice of Intention**” means the notice received by the Company, a copy of which is included in Annexure A;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice; and

“**Shareholder**” means shareholder of the Company.

ANNEXURE A

6 December 2019

The Directors and Secretary
engage:BDR Limited
Scottish House, Level 4,
90 William Street
Melbourne, Victoria, 3000

Dear Sirs,

Re: NOTICE OF INTENTION TO REMOVE CURRENT AUDITOR
NOMINATION OF NEW AUDITOR

The shareholder named below requests engage:BDR Limited [ACN 621 160 585] ("the Company") to convene a general meeting of the Company no later than 16 January 2020 (being two months after the date this notice is given to the Company) to consider and if thought fit pass an ordinary resolution that BDO East Coast Partnership be removed as auditor.

The shareholder named below further requests that a special resolution for the appointment of William Buck Audit (Vic) Pty Ltd as auditor of the Company be considered and if thought fit passed at the same meeting if the resolution for the removal of is BDO East Coast Partnership as auditor is passed.

The shareholder named below hereby gives written notice of:

- (i) intention to move a resolution for the removal of the current auditor of the Company, BDO East Coast Partnership pursuant to section 329(1A) of the Corporations Act; and
- (ii) the nomination of William Buck Audit (Vic) Pty Ltd for appointment as auditor of the Company pursuant to section 328B(1) of the Corporations Act.

Signed by a current member (shareholder) of engage:BDR Limited:

EXECUTED by First Round Capital LLC in a manner)
 authorised by the Corporations Act with the)
 authority of the director(s):)

.....
Signature of Sole Director/Secretary

Ted Dhanik

.....
Name of Sole Director/Secretary in full



EN1

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 **10.00am (AEDT) on Tuesday, 14 January 2020**

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:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

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

XX

I/We being a member/s of engage:BDR Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman 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 Chairman 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 General Meeting of engage:BDR Limited to be held at Level 4, 100 Albert Road, South Melbourne, Victoria on Thursday, 16 January 2020 at 10.00am (AEDT) and at any adjournment or postponement of that meeting.

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
Resolution 1 Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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

