

28 October 2022

All holding related enquiries:
AFS & Associates Pty Ltd
shareregistry@afsbendigo.com.au
T: 0354430344
<http://www.afsbendigo.com.au/shareholders>

Investor Name(s) <designation>
C/O Example Ltd
PO BOX 0000
MELBOURNE VIC 3000

Holder details:
HIN/SRN: <•••••HIN>
Security: Security name
TFN/ABN Status: Not provided

Notice of meeting

Dear Investor,

Clifroy Limited is holding a meeting of members and their representatives at 7:00 p.m. AEDT on Wednesday, 30 November 2022.

The meeting will take place at Fitzroy Victoria Bowling & Sports Club, 578 Brunswick St, Fitzroy North, Vic 3068.

Members and/or their representatives who are unable to attend the meeting may appoint a proxy to attend the meeting on their behalf and direct how they would like their votes cast by completing the **Proxy Form** attached to this letter. Alternatively, proxy appointments and voting directions can be made online at <https://www.registrydirect.com.au/investor/> by logging in to your account.

To appoint more than one proxy or to split the voting directions, please complete a copy of the form for each proxy and/or each split voting direction stating the number of securities or the percentage of holdings the appointment and/or direction applies. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise. All Proxy Forms completed by or for a member should be returned together in the same envelope/email to the registrar.

If a representative of a corporate security holder is to attend the meeting, they will need to provide an executed "Appointment of Corporate Representative" form prior to the commencement of the meeting. A copy of the form may be obtained online at <https://www.registrydirect.com.au/investors/>.

Instructions for signing and returning the Proxy Form are provided overleaf.

Paper based Proxy Forms will be valid and accepted only if they are signed and returned by no later than 4:00 p.m. AEDT on Monday, 28 November 2022.

If you are attending the meeting in person, to assist with registration please bring a copy of the Proxy Form.

Kind Regards,
AFS & Associates Pty Ltd
as registrar for Clifroy Limited

SIGNING INSTRUCTIONS FOR THE PROXY FORM

Individual:

Where the holder is an individual, the security holder must sign.

Joint holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

Companies:

When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy 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 the Proxy 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 and delete titles as applicable.

RETURNING THE PROXY FORM


Please note our preference is you appoint your proxy and direct how you require your vote/s be cast online. If you perform these actions online, you will not need to complete or return the Proxy Form. You can complete these actions by logging in to your account at www.registrydirect.com.au/investor.

You can return the Proxy Form by:

EMAIL:

 shareregistry@afsbendigo.com.au

POST:

 PO Box 454
Bendigo VIC 3552

28 October 2022

SAVE TIME & VOTE ONLINE:

 registrydirect.com.au/investor

**Present this QR code
at the meeting:**



Investor Name(s) <designation>
C/O Example Ltd
PO BOX 0000
MELBOURNE VIC 3000

PROXY FORM

Please complete and return this form if you wish to appoint a proxy and/or direct how you want your votes cast at the Annual General Meeting of Clifroy Limited (ABN 31 114 604 358) to be held at 7:00 p.m. AEDT on Wednesday, 30 November 2022 at Fitzroy Victoria Bowling & Sports Club, 578 Brunswick St, Fitzroy North, Vic 3068 and at any adjournment or postponement of the meeting. This form must be completed and returned by 4:00 p.m. AEDT on Monday, 28 November 2022.

Alternatively, you can appoint a proxy and/or direct how you want your votes cast online at <https://www.registrydirect.com.au/investor/>.

Step 1 - Appoint your Proxy

I/We are or represent a member/s of Clifroy Limited and entitled to attend and vote hereby appoint:

the Chairperson of the Meeting (mark box with 'X')

OR

Write here the name of the person (or body corporate) you are appointing if this person is someone other than the Chairperson of the Meeting

or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chairperson of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the Annual General Meeting of Clifroy Limited to be held at 7:00 p.m. AEDT on Wednesday, 30 November 2022 at Fitzroy Victoria Bowling & Sports Club, 578 Brunswick St, Fitzroy North, Vic 3068 and at any adjournment or postponement of the meeting.

I/We acknowledge, if the Chairperson of the Meeting is appointed as our proxy (or becomes our proxy by default), the Chairperson of the Meeting intends to vote undirected proxies in the manner set out with each resolution below, even when the Chairperson of the Meeting has a conflict of interest.

Step 2 - Direct how your votes are to be cast

Resolution 1

RE-ELECTION OF ADRIAN NELSON AS DIRECTOR

Resolution type: **Ordinary**

Board recommendation: **For**

Chairperson's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

Resolution 2

RE-ELECTION OF JENNY FARRAR AS DIRECTOR

Resolution type: **Ordinary**

Board recommendation: **For**

Chairperson's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

Resolution 3

RE-ELECTION OF DAISY CHIUMBURU AS DIRECTOR

Resolution type: **Ordinary**

Board recommendation: **For**

Chairperson's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

Resolution 4

RE-ELECTION OF ROSALYN ROBERTS AS DIRECTOR

Resolution type: **Ordinary**

Board recommendation: **For**

Chairperson's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

Resolution 5

APPROVAL OF ADOPTION OF REVISED CLIFROY LTD CONSTITUTION JULY 2020 PRO FORMA UPDATE

Resolution type: **Special**

Board recommendation: **For**

Chairperson's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

Step 3 - Sign this form

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (individual)

Director

Date

Contact name

Mobile number

Email

By providing an email you agree to receive future communications electronically