

ersonal use only



Buddy Technologies Limited Annual General Meeting

28 January 2022



Board

David McLauchlan	CEO & Executive Director
Jim Nelson	Executive Director
Paul Russell	Executive Director
Stephen Gates	Non-Executive Director

Other

Mathavan Parameswaran	Auditor
Sarah Watrous	Chief of Staff
Victoria Allinson	Company Secretary

Apologies

Rick Borenstein	Chairman & Non-Executive Director
-----------------	-----------------------------------

BUDDY TECHNOLOGIES LIMITED

RESOLUTIONS



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

“That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Statement.”

Proxy results

Proxies in favor:	129,218,667	28.52%
Proxies open:	2,527,391	0.56%
Proxies against:	321,301,639	70.92%
Proxies abstaining:	10,614,607	–



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

“That, pursuant to and in accordance with Listing Rule 14.4, Article 7.3(c) of the Constitution and for all other purposes, Mr Richard Borenstein, Director, retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Statement.”

Proxy results

Proxies in favor:	260,667,162	81.89%
Proxies open:	2,571,160	0.81%
Proxies against:	55,062,477	17.30%
Proxies abstaining:	277,440,713	–

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

“That, pursuant to and in accordance with Listing Rule 14.4, Article 7.3(j) of the Constitution and for all other purposes, Mr James Nelson, who was appointed as a casual vacancy, retires and being eligible is elected as a Director on the terms and conditions in the Explanatory Statement.”

Proxy results

Proxies in favor:	545,182,117	91.60%
Proxies open:	2,522,160	0.42%
Proxies against:	47,445,850	7.97%
Proxies abstaining:	591,385	–

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

“That, pursuant to and in accordance with Listing Rule 14.4, Article 7.3(j) of the Constitution and for all other purposes, Mr Paul Russell, who was appointed as a casual vacancy, retires and being eligible is elected as a Director on the terms and conditions in the Explanatory Statement.”

Proxy results

Proxies in favor:	545,115,117	91.60%
Proxies open:	2,522,160	0.42%
Proxies against:	47,462,850	7.98%
Proxies abstaining:	641,385	–

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

“That, pursuant to and in accordance with Listing Rule 14.4, Article 7.3(j) of the Constitution and for all other purposes, Mr Stephen Gates, who was appointed as a casual vacancy, retires and being eligible is elected as a Director on the terms and conditions in the Explanatory Statement.”

Proxy results

Proxies in favor:	555,237,118	93.30%
Proxies open:	2,522,160	0.42%
Proxies against:	37,380,849	6.28%
Proxies abstaining:	601,385	–

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

“That, pursuant to and in accordance with Listing Rule 7.2, exception 13 and for all other purposes, Shareholders approve the Plan and the future grant of Shares, Performance Rights and Options and the issue of the underlying Shares of such Performance Rights and Options on the terms and conditions in the Explanatory Statement.”

Proxy results

Proxies in favor:	400,495,808	86.41%
Proxies open:	2,522,160	0.54%
Proxies against:	60,487,336	13.05%
Proxies abstaining:	157,000	–

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

“That, subject to Shareholders passing Resolution 6, pursuant to and in accordance with Section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 396,875 Shares to Mrs Mandar Nelson (and/or her nominee(s)) under the Plan on the terms and conditions in the Explanatory Statement.”

Proxy results

Proxies in favor:	397,305,758	85.72%
Proxies open:	2,530,210	0.55%
Proxies against:	63,671,336	13.74%
Proxies abstaining:	155,000	–



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

“That, subject to Shareholders passing Resolution 6, pursuant to and in accordance with Section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 23,333,334 Shares to Mr Richard Borenstein (and/or his nominee(s)) under the Plan on the terms and conditions in the Explanatory Statement.”

Proxy results

Proxies in favor:	381,108,258	82.22%
Proxies open:	2,530,210	0.55%
Proxies against:	79,868,836	17.23%
Proxies abstaining:	155,000	–



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

“That, subject to Shareholders passing Resolution 6, pursuant to and in accordance with Section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 33,781,144 Shares to Mr David McLauchlan (and/or his nominee(s)) under the Plan on the terms and conditions in the Explanatory Statement.”

Proxy results

Proxies in favor:	378,727,258	81.71%
Proxies open:	2,621,210	0.57%
Proxies against:	82,146,336	17.72%
Proxies abstaining:	167,500	–

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

“That, subject to Shareholders passing Resolution 6, pursuant to and in accordance with Section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 11,388,889 Shares to Mr Stephen Gates (and/or his nominee(s)) under the Plan on the terms and conditions in the Explanatory Statement.”

Proxy results

Proxies in favor:	409,908,259	88.44%
Proxies open:	2,621,210	0.57%
Proxies against:	50,965,335	11.00%
Proxies abstaining:	167,500	–

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

“That, subject to Shareholders passing Resolution 6, pursuant to and in accordance with Section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 12,944,444 Shares to Mr Paul Russell (and/or his nominee(s)) under the Plan on the terms and conditions in the Explanatory Statement.”

Proxy results

Proxies in favor:	122,807,880	26.50%
Proxies open:	2,621,210	0.57%
Proxies against:	338,065,714	72.94%
Proxies abstaining:	167,500	–



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

“That, subject to Shareholders passing Resolution 6, pursuant to and in accordance with Section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 12,944,444 Shares to Mr James Nelson (and/or his nominee(s)) under the Plan on the terms and conditions in the Explanatory Statement.”

Proxy results

Proxies in favor:	122,807,880	26.50%
Proxies open:	2,671,210	0.58%
Proxies against:	338,015,714	72.93%
Proxies abstaining:	167,500	–



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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

Proxy results

Proxies in favor:	539,085,494	92.99%
Proxies open:	2,671,210	0.46%
Proxies against:	37,993,454	6.55%
Proxies abstaining:	15,991,354	–



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

“That, pursuant to and in accordance with section 257D of the Corporations Act and for all other purposes, Shareholders approve the buy-back by the Company of 31,833,333 Performance Shares on the terms and conditions in the Explanatory Statement.”

Proxy results

Proxies in favor:	430,147,653	92.68%
Proxies open:	2,626,441	0.57%
Proxies against:	31,354,482	6.76%
Proxies abstaining:	236,853	–



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

“That, pursuant to and in accordance with subsection 195(4) of the Corporations Act and for all other purposes, Shareholders approve the transactions contemplated in Resolutions 7 to 12 (inclusive).”

Proxy results

Proxies in favor:	535,345,862	96.23%
Proxies open:	2,848,863	0.51%
Proxies against:	18,104,564	3.25%
Proxies abstaining:	39,442,223	–

BUDDY TECHNOLOGIES LIMITED

UPCOMING INVESTOR WEBINAR



The Company will hold an investor webinar to discuss the coming Appendix 4C Quarterly Report for Q2FY22 next Thursday February 3rd, 2022 at 11am AEDT.

- The webinar may be accessed via <http://bit.ly/BUD-Q2FY22>
- No pre-registration is required
- Investor questions are encouraged and may be submitted via email to ir@buddy.com
- A recording will be made available for download after the webinar has concluded. It may be accessed from <http://buddy.com> in the “Investor Center” section of the site.

BUDDY TECHNOLOGIES LIMITED

CLOSE OF MEETING

