

**PPS Mutual Limited
(ACN 162 634 684)
("Company")
Minutes of meeting**

Date: 29 June 2023
Time: 4 pm
Place: Level 10, 45 Clarence Street, Sydney, NSW, 2000

To consider and, if thought fit, to pass the following as a special resolution:

"That the draft constitution set out in the notice of general meeting is adopted as the constitution of the Company in substitution for the existing constitution of the Company (which is repealed)."

Unless specified otherwise, capitalised terms used in these minutes shall have the same meaning as in the constitution of the Company.

BUSINESS

1 General

- (a) **Quorum:** The Chairperson declared that a quorum was present.
- (b) **Notice of meeting:** The notice convening the meeting was tabled and taken as read ("**Notice of Meeting**").

2 Approval of adoption of new constitution

- (a) The motion in the Notice of Meeting were discussed.
- (b) It was resolved:
 - (i) By majority of 15 votes to 1 votes in total, as a Special Resolution by the Members; and
 - (ii) unanimously by votes on a poll, as a unanimous resolution by the Founder Members,

that the draft constitution provided as part of the Explanatory Memorandum which accompanies this notice of general meeting is adopted as the constitution of the Company in substitution for the existing constitution of the Company (which is repealed).

The Chairperson noted that for this resolution to pass on a poll:

- (c) the Members entitled to vote, and holding at least 75% of the votes cast; and
 - (d) each Founder Member,
- must vote in favour of it.

3 Proxy information

11 votes in all were exercisable by validly appointed proxies in respect of this resolution, of which:

- (a) 9 proxy votes were directed by the appointor to be voted in favour of the resolution;
- (b) 1 proxy votes were directed by the appointor to be voted against the resolution;
- (c) 1 proxy votes were directed by the appointor to abstain from voting in respect of the resolution; and
- (d) 1 proxy votes were directed by the appointor to be voted at the proxy's discretion in respect of the resolution.

4 Poll

On the poll taken in respect of this resolution:

- (a) 5 of the Member votes were cast in favour of this resolution;
- (b) Nil of the Member votes were cast against the resolution;
- (c) Nil votes were exercisable, but abstained from voting in respect of the resolution; and
- (d) 100% of the Founder Member votes were cast in favour of this resolution.

There being no further business, the Chairperson declared the meeting closed at 4:27 pm.

Signed as a correct record.

Mike Jackson

.....
Name of Chairperson

3 July 2023

Date: