


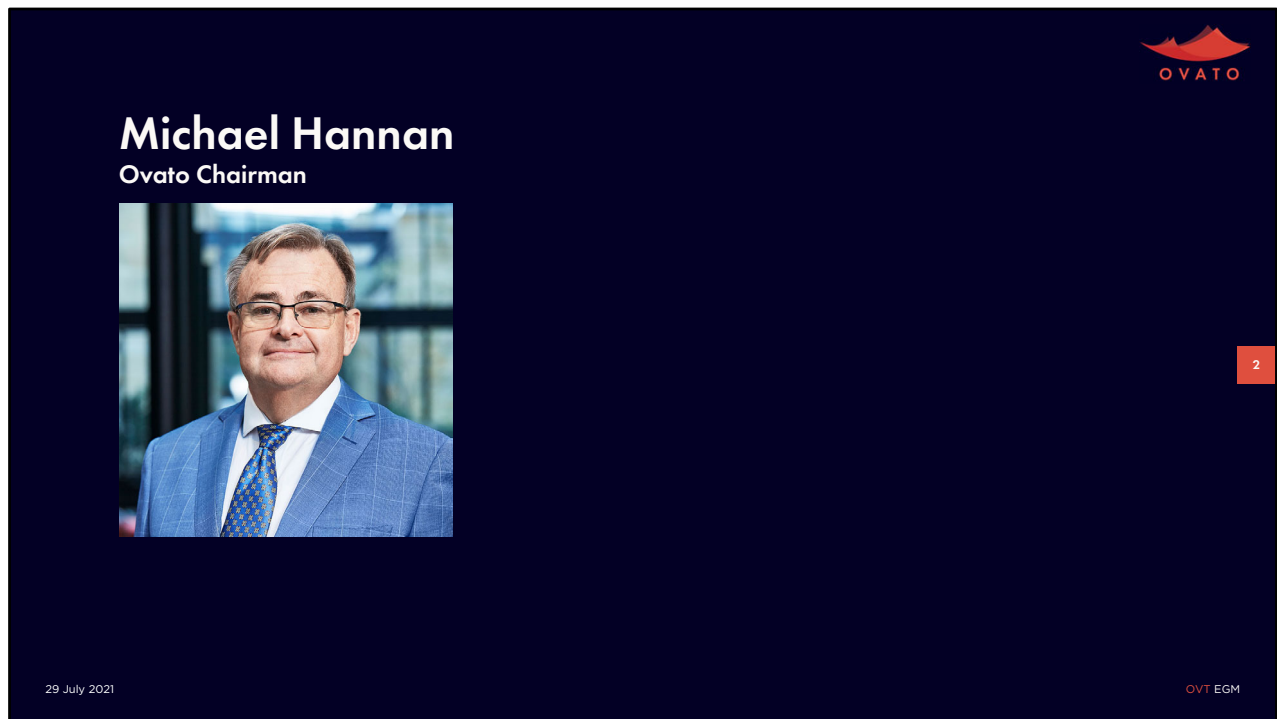
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# Extraordinary General Meeting

ASX: OVT  
29 July 2021


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Good morning ladies and gentlemen, and welcome to this Extraordinary General Meeting of our company and Fourth in this COVID-Safe virtual format.

My name is Michael Hannan, and I am the Chairman of Ovato. I also have a material personal interest in the resolutions being put forward at this meeting, so Dhun Karai, an independent non-executive director and the chair of the Appointments & Compensation Committee, will chair this meeting.

**Dhun Karai**  
Ovato Non-Executive Director  
Chair of the 29 July 2021 Meeting



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Thank you, Michael.

Alistair Clarkson, the company secretary has advised me that we are in compliance with our quorum requirements. As the time is past 10.30am, I have the pleasure of declaring this meeting open.

Given the current government issued stay at home orders in New South Wales, we have decided to hold this EGM as a virtual meeting.

Today's meeting is being held online via the Lumi platform. This allows you, shareholders, proxies and guests to attend the meeting virtually. All attendees can watch a live webcast of the meeting. In addition, shareholders and proxies can ask questions and submit votes.

The Board is here today to put to shareholders the ordinary resolutions that was previously circulated in the notice of meeting dated 29th June 2021.

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**Board members and key executives**

**Andrew McMaster**  
Non-Executive Director

**James Hannan**  
Chief Executive Officer

**Andrew Stedwell**  
Chief Financial Officer

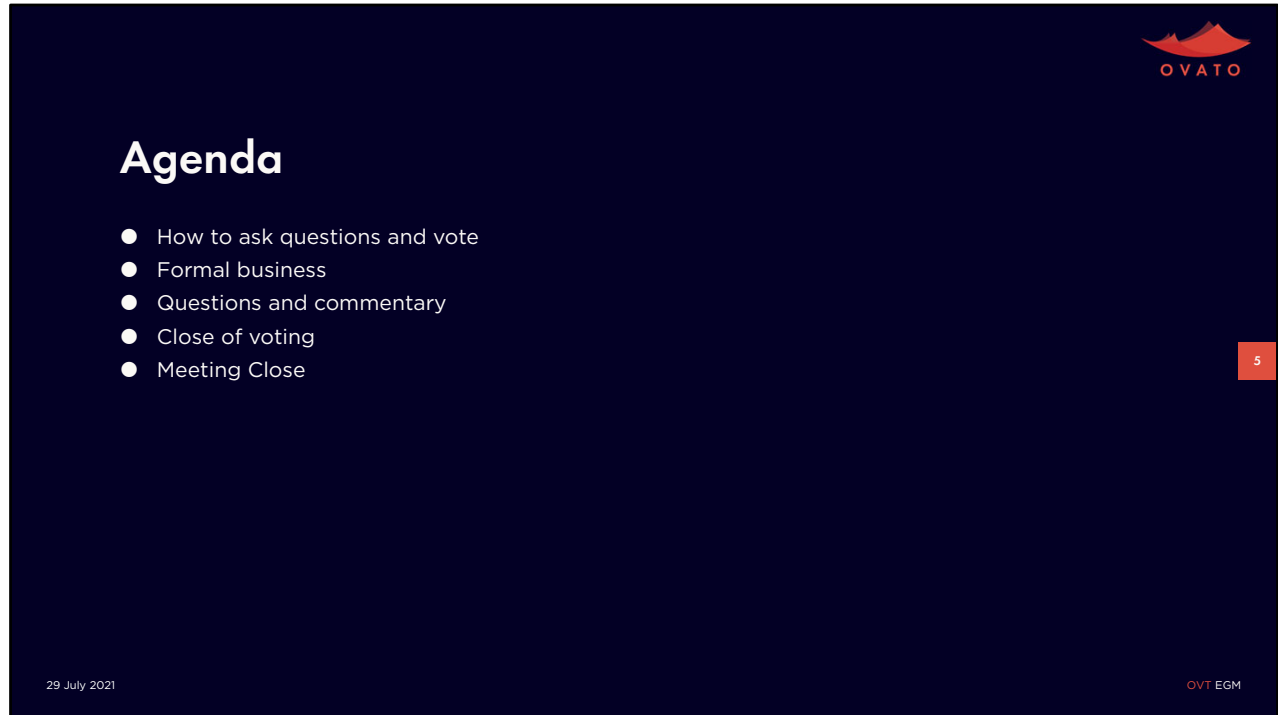
**Alistair Clarkson**  
Company Secretary

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I would like to introduce you to the other directors and executives joining me today.

- Andrew McMaster, Non-Executive Director.
- James Hannan, Chief Executive Officer & Managing Director.
- Andrew Stedwell, Chief Financial Officer.
- Alistair Clarkson, Company Secretary and General Counsel.



The slide is a dark blue presentation slide with the OVT logo in the top right corner. The logo consists of a red stylized wave above the text 'O V A T O'. The word 'Agenda' is written in white bold text. Below it is a bulleted list of five items. At the bottom left, the date '29 July 2021' is written in small white text. At the bottom right, 'OVT EGM' is written in small white text. A small red square with the number '5' is located on the right side of the slide.

## Agenda

- How to ask questions and vote
- Formal business
- Questions and commentary
- Close of voting
- Meeting Close

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Today, after a brief explanation of the voting process, we will proceed with the formal business of deliberating and voting on the resolutions set out in the Notice of Meeting.

The explanatory notes to the resolutions proposed in the notice clearly set out the reasons why these resolutions are being put forward and why those directors that do not have a personal interest in the Transactions are unanimously recommending shareholders to approve them. I will refer to these

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directors as non - Interested directors. With this being the case, I do not propose to repeat what has been provided in the notice but rather we will address any questions raised at the appropriate time.


The resolutions will be read then questions taken, and voting will remain open for a reasonable time to allow for questions. Voting will then be closed and then the meeting closed.



We now move on to the formal business of the meeting: to consider and vote on the resolutions stated in the notice of meeting.

Results of the poll will be shared on the ASX and the company website once the Computershare officers have counted and confirmed the votes after the close of the meeting.





**Resolution one**

## Approval of the share sale transaction

*"That:*

a) Pursuant to the terms of the Put Option Deed and Share Sale Agreement as described in the Explanatory Notes, the sale by IPMG of 100% of the issued share capital in each of Ovato Creative, Ovato Technology, Ovato Communications and all of the shares that IPMG holds in Ovato Chennai, the sale by Show-Ads of 100% of the issued share capital in Ovato Clayton and the sale by PMP of one ordinary share in Pacific Intermedia, to the Hannan Buyer;

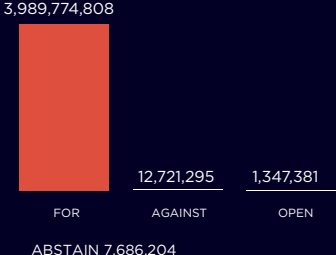
b) the entry into the associated transitional services agreement between IPMG, PMP, Show-Ads and the Hannan Buyer; and

be approved under and for the purposes of ASX Listing Rule 10.1, Chapter 2E of the Corporations Act 2001 (Cth) and for all other purposes.

The Directors, with Michael and James Hannan abstaining, recommend you vote in favour of this resolution.

The chair of the meeting intends to vote open proxies in favour of this resolution.

**Proxy votes**



Category	Count
FOR	3,989,774,808
AGAINST	12,721,295
OPEN	1,347,381
ABSTAIN	7,686,204

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As set out in the covering letter in the notice of meeting, resolution one relates to seeking shareholder approval for the sale of 100% of the issued share capital in each of Ovato Creative, Ovato Technology, Ovato Communications and all of the shares that IPMG holds in Ovato Chennai, as well as the sale by Show-Ads of 100% of the issues share capital in Ovato Clayton and the sale by PMP of one ordinary share in Pacific Intermedia to the Hannan buyer.

I now invite you to consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That:*

- a) Pursuant to the terms of the Put Option Deed and Share Sale Agreement as described in the Explanatory Notes, the sale by IPMG of 100% of the issued share capital in each of Ovato Creative, Ovato Technology, Ovato Communications and all of the shares that IPMG holds in Ovato Chennai, the sale by Show-Ads of 100% of the issued share capital in Ovato Clayton and the sale by PMP of one ordinary share in Pacific Intermedia, to the Hannan Buyer;

*b) the entry into the associated transitional services agreement between IPMG, PMP, Show-Ads and the Hannan Buyer; and*

*be approved under and for the purposes of ASX Listing Rule 10.1, Chapter 2E of the Corporations Act 2001 (Cth) and for all other purposes."*


The proxy votes for this resolution will now be shown on the screen.

With Michael and James Hannan abstaining, those Directors who do not have an interest in the transactions recommend you vote in favour of this resolution.

In the capacity of the Chair of the meeting I intend to direct the open votes where the Chair of the meeting has been appointed as proxy in favour of this resolution.

We will now move on to the second resolution set out in the Notice of Meeting.

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**Resolution two**

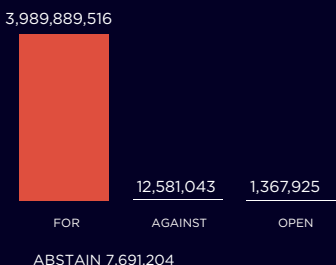
## Approval of security increase

*"That the increase in the facility limit of the loan from the Hannan Buyer to the Company (from A\$2.3 million to such amount as agreed between the Company and the Hannan Buyer) and the corresponding increase in the amount secured by the security taken by the Security Trustee for the benefit of the Hannan Buyer, over the shares in Ovato Creative, Ovato Technology, Ovato Communications, Ovato Clayton, Ovato Geebung and Pacific Intermedia, be approved under and for the purposes of ASX Listing Rule 10.1."*

The Directors, with Michael and James Hannan abstaining, recommend you vote in favour of this resolution.

The chair of the meeting intends to vote open proxies in favour of this resolution

**Proxy votes**



Category	Count
FOR	3,989,889,516
AGAINST	12,581,043
OPEN	1,367,925
ABSTAIN	7,691,204

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This resolution relates to seeking shareholder approval to increase the facility limit of the loan from the Hannan buyer to the company (from \$2.3 million to such an amount agreed between the company and the Hannan Buyer).

I now invite you to consider and, if thought fit, pass the following resolution as an ordinary resolution:

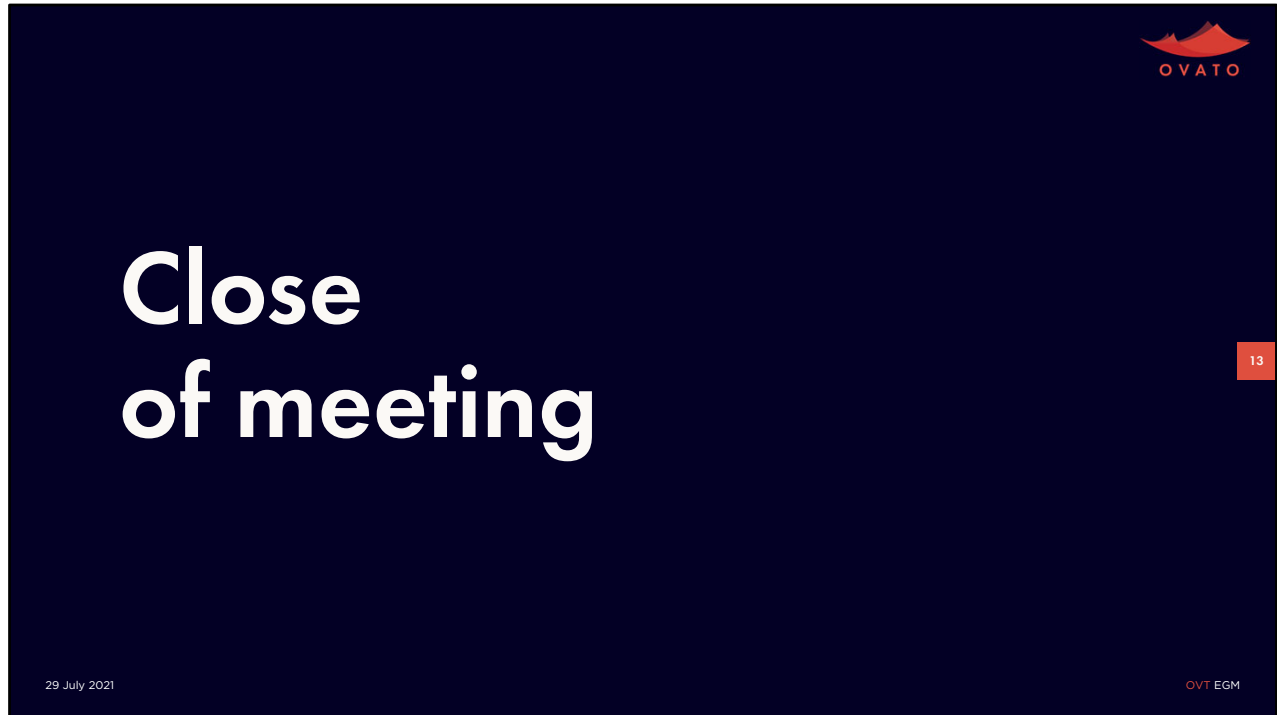
*"That the increase in the facility limit of the loan from*

*the Hannan Buyer to the Company (from A\$2.3 million to such amount as agreed between the Company and the Hannan Buyer) and the corresponding increase in the amount secured by the security taken by the Security Trustee for the benefit of the Hannan Buyer, over the shares in Ovato Creative, Ovato Technology, Ovato Communications, Ovato Clayton, Ovato Geebung and Pacific Intermedia, be approved under and for the purposes of ASX Listing Rule 10.1.“*

The proxy votes for this resolution will now be shown on the screen.

With Michael and James Hannan abstaining, those Directors who do not have an interest in the transactions recommend you vote in favour of this resolution.

In the capacity of the Chair of the meeting I intend to direct the open votes where the Chair of the meeting has been appointed as proxy in favour of this resolution.



That concludes the formal business before the meeting.

As there is no other business to consider, I declare the meeting closed.

Thank you for your attendance.

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