



Notice of Annual General Meeting and Explanatory Memorandum

The 2023 Annual General Meeting of Shareholders of
BlackWall Limited (ACN 146 935 131)
will be held at the Boardroom, Level 1, 50 Yeo Street, Neutral Bay NSW
and virtually via Zoom on
Thursday 30 November 2023 at 11:15am (AEDT)

This Notice and Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the forthcoming Annual General Meeting of shareholders.

Notice of Meeting

Notice is given that an Annual General Meeting (**Meeting**) of shareholders of BlackWall Limited (**BlackWall** or the **Company**) will be held at 11:15am (AEDT) on Thursday 30 November 2023 at the Boardroom, Level 1, 50 Yeo Street, Neutral Bay NSW and virtually via Zoom.

Shareholders will have the capacity to vote virtually however, we encourage you to appoint a proxy prior to the Meeting in case of any unexpected technical issues on the day.



How to join, vote and ask questions during the online meeting

1. To join the meeting visit <https://us02web.zoom.us/j/84532037602> from a desktop, mobile or tablet device with internet access. We recommend you install the Zoom app prior to the meeting.
2. Enter the passcode: **BlackWall**
3. Shareholders who have not appointed a proxy will be given the opportunity to cast their vote electronically during the meeting. Shareholders will be given instructions on how to access the voting platform during the meeting. Shareholders must ensure they have located their SRN or HIN in advance of joining the meeting as they will be required to enter their SRN or HIN before voting.
4. Shareholders will be offered the opportunity to submit question via the chat box or ask questions during the meeting. The process will be moderated by the Company Secretary.

Item 1 - Financial Statements and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2023.

Note: This item of business is for discussion and is not a resolution. However, pursuant to the Corporations Act, shareholders will be given a reasonable opportunity at the Meeting to ask questions about and to make comments in relation to each of the reports during the consideration of these items.

Item 2 - Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 250R of the Corporations Act and for all other purposes, the Remuneration Report as set out in the Directors' Report for the financial year ended 30 June 2023, be adopted."

Note: This resolution is an advisory resolution that does not bind the Directors or the Company.

Voting Exclusion: A voting exclusion applies to this resolution – see section 1 for details.

Item 3 - Resolution 2: Re-election of Robin Tedder

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That Robin Tedder, who retires by rotation as a director of the Company in accordance with clause 6.1(f)(1)(A) of the Company's Constitution and, being eligible, having offered himself for re-election, be re-elected a director of the Company immediately upon the close of the Meeting."

Item 4 - Resolution 3: Re-election of Timothy Brown

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That Timothy Brown, who retires by rotation as a director of the Company in accordance with clause 6.1(f)(1)(A) of the Company's Constitution and, being eligible, having offered himself for re-election, be re-elected a director of the Company immediately upon the close of the Meeting."

Item 5 - Resolution 4: Approval of Additional 10% Placement Capacity

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

"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of shares totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A and on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: A voting exclusion applies to this resolution – see section 1 for details.

1. Voting Exclusions

Voting Exclusion Statement for Resolution 1: Adoption of Remuneration Report

The Company will exclude votes cast on Resolution 1 by or on behalf of:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, a person described above may cast a vote on Resolution 1 if the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

However, the Company does not need to disregard a vote cast on Resolution 1 if it is cast by:

- a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion Statement for Resolution 4: Approval of Additional 10% Placement Capacity

The Company will exclude votes cast in favour of Resolution 4 by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company);
- (b) or an associate of those persons.

However, the Company does not need to disregard a vote cast on Resolution 4 if it is cast by:

- a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Entitlement to Vote

Individual shareholders may vote in person or by proxy. A corporate shareholder may vote by proxy or through a body corporate representative.

If you hold your shares jointly with another, please note that the holder appearing first in the share register is entitled to attend and vote the shares to the exclusion of the other holders.

3. Eligibility

It has been determined that under the Corporations Regulations 7.11.37, for the purposes of the Meeting, shares will be taken to be held by the persons who are the registered holders at 7.00pm (AEDT) on Tuesday 28 November 2023. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

4. Requirements for Resolutions

Resolutions 1, 2 and 3 are ordinary resolutions and therefore each will be passed if more than 50% of votes cast by shareholders entitled to vote on the resolution are cast in favour of the resolution.

Resolution 4 is a special resolution and will be passed if at least 75% of votes cast by shareholders (in person or by proxy) entitled to vote on the resolution, vote in favour of the resolution.

5. Voting by Proxy

For details on voting by proxy please see the instructions set out on the personalised proxy form accompanying this Notice of Meeting. Proxy forms must be received by the Company's share registry no later than 11:15am (AEDT) on Tuesday 28 November 2023.

By Order of the Board

16 October 2023



Seph Glew
Chairman

Explanatory Memorandum

This Explanatory Memorandum is for the information of shareholders of the Company in connection with the business to be conducted at the Annual General Meeting of BlackWall to be held at the Boardroom, Level 1, 50 Yeo Street, Neutral Bay NSW and virtually via Zoom on Thursday 30 November 2023 at 11:15am (AEDT).

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions. If in any doubt about how you should vote, consult your financial or other professional adviser. The following information should be noted in respect of the various matters contained in the accompanying Notice.

Item 1 - Financial Statements and Reports

The Corporations Act requires the following reports in respect of the financial year ended 30 June 2023 to be laid before the Meeting:

- Financial Report (which includes financial statements and the Directors' declaration);
- Directors' Report (which includes the Remuneration Report); and
- Auditor's Report.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports, and on the business, operations and management of BlackWall.

There is no requirement either in the Corporations Act or the Constitution for shareholders to approve the Financial Report, the Directors' Report (other than the Remuneration Report) or the Auditor's Report.

Resolution 1 - Remuneration Report (Non-Binding)

Section 250R(2) of the Corporations Act requires a listed company to put to its shareholders at each annual general meeting a resolution that the remuneration report be adopted. The report on the remuneration of the Company's key management personnel is included in the Company's Annual Report. The resolution is being proposed to comply with this requirement.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. Section 250R(3) of the Corporations Act provides that the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, if a company's remuneration report receives an 'against' vote of 25 per cent or more at 2 consecutive annual general meetings, a resolution must be put at the later annual general meeting that another meeting be held (within 90 days) at which all directors (other than managing directors) who were in office at the date of that resolution must stand for re-election. In summary, shareholders will be entitled to vote in favour of holding a general meeting to re-elect the Board if the Remuneration Report receives "2 strikes".

Resolution 2 - Re-election of Robin Tedder

Robin began his career on the dealing desk of a merchant bank in 1976. In 1981 he founded Hatmax Capital Markets which grew rapidly through organic development and merger with Australian Gilt Securities in 1988, such that by the time he departed after 14 years as CEO in 1995, over 80 people were employed across debt capital markets, both the Sydney Futures Exchange and ASX, in asset management and corporate finance. In 1995 Robin established Vintage Capital which became an active investor in funds management, commercial property, retailing, healthcare and logistics. He has been an investor in the group's projects since 1997, is a former member of ASX, and has served on various boards of both listed and private companies since 1984. He is the Chairman of the group's Board Audit Committee.

Board Recommendation: *The non-retiring Directors recommend that shareholders vote **in favour** of Resolution 2.*

Resolution 3 - Re-election of Timothy Brown

Tim is Joint Managing Director and Chief Financial Officer for the BlackWall group and its funds. Tim joined the group in 2008 as Financial Controller and became Chief Financial Officer in 2009. He took on the Managing Director role along with Jessie in late 2019. He has a Bachelor of Commerce from the University of New South Wales and is a member of the Institute of Chartered Accountants of

Australia and New Zealand. With over 20 years' experience in the financial services and property industries, he started his career with Deloitte and joined Lend Lease Corporation in 2002. Tim is also on the board of Eastern Suburbs Cricket Club and Coogee Boy's Preparatory School.

Board Recommendation: The non-retiring Directors recommend that shareholders vote ***in favour*** of Resolution 3.

Resolution 4 - Approval of Additional 10% Placement capacity

ASX Listing Rule 7.1A enables an eligible entity to seek the approval of holders of its ordinary securities by special resolution at its annual general meeting to issue ordinary securities up to 10% of its issued capital through placements over a 12 month period after the date of the annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the entity's 15% placement capacity without member approval under ASX Listing Rule 7.1.

An "eligible entity" for the purpose of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As at the date of this Notice of Meeting, BlackWall is an eligible entity.

If this Resolution 4 is passed it will afford the Company greater capital management flexibility and efficiency. If this Resolution 4 is not passed, then the Company's capital management options will be reduced.

- (i) **Minimum price:** The minimum price at which the shares may be issued in an existing quoted class and for cash consideration is 75% of the volume weighted average market price of shares, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:
- the date on which the price of the shares are to be issued is agreed by the Company and the recipient of the shares; or
 - if the shares are not issued within 10 ASX trading days of that date, the date on which the shares are issued.
- (ii) **Risk of dilution:** Economic and voting dilution risk to existing shareholders may result from an issue of securities under the 10% Placement Capacity including the risk that:
- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
 - the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

The table below illustrates the impact of dilution in various scenarios.

| Number of shares on issue (variable 'A' in formula) | Dilution Variable | Dilution | | |
|---|------------------------------|--|--------------------------------------|---|
| | | \$0.23 (50% decrease in market price) | \$0.46 (Market price on 13/10/23) | \$0.92 (100% increase in market price) |
| 67,491,517 (Current) | Additional 10% shares issued | 6,749,152 | 6,749,152 | 6,749,152 |
| | Funds raised | \$1,552,305 | \$3,104,610 | \$6,209,220 |
| 101,237,276 (50% increase) | Additional 10% shares issued | 101,237,276 | 101,237,276 | 101,237,276 |
| | Funds raised | \$2,328,457 | \$4,656,915 | \$9,313,829 |
| 134,983,034 (100% increase) | Additional 10% shares issued | 13,498,304 | 13,498,304 | 13,498,304 |
| | Funds raised | \$3,104,610 | \$6,209,220 | \$12,418,439 |

*The number of shares on issue (variable 'A' in the formula) could increase as a result of the issue of shares that does not require shareholder approval (such as under a pro rata entitlement issue) or an issue of shares with shareholder approval under ASX Listing Rule 7.1.

The table above includes the following assumptions:

- The current number of shares on issue is the shares on issue as at 13 October 2023.
 - The current issue price is the closing price of the shares on the ASX on 13 October 2023.
 - The Company issues the maximum possible number of shares under the 10% Placement Capacity.
 - The table shows only the effect of issues of shares under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1 or under an exception under ASX Listing Rule 7.2.
 - The calculations above do not show the dilution that any one particular shareholder will experience. All shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
 - This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
 - The 'Funds raised' figures are rounded to the nearest whole dollar.
- (iii) **Date of issue:** The shares may be issued under the 10% Placement Capacity commencing on the date of this Meeting and expiring on the first to occur of the following:
- the date that is 12 months after the date of this Meeting;
 - the time and date of the Company's next annual general meeting; and
 - the date of approval by shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).
- (iv) **Purpose of issue under 10% Placement Capacity:** The Company may issue shares under the 10% Placement Capacity for various purposes to raise cash as consideration for the acquisition of or investment in additional assets (including associated expenses, or additional projects that may present).
- (v) **Allocation under the 10% Placement Capacity:** The allottees of the shares to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of the shares could consist of current shareholders or new investors (or both). The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:
- the purpose of the issue;
 - alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing shareholders may participate;
 - the effect of the issue of the shares on the control of the Company;
 - the circumstances of the Company, including, but not limited to, the financial position of the Company;
 - prevailing market conditions; and
 - advice from corporate, financial and broking advisers (if applicable).
- (vi) **Previous approval under Listing Rule 7.1A:** BlackWall previously obtained shareholder approval under ASX Listing Rule 7.1A at its last Annual General Meeting held on 11 November 2022. BlackWall has not issued or agreed to issue any securities under the ASX Listing Rule 7.1A approval obtained on 11 November 2022.
- (vii) **Voting exclusion:** A voting exclusion statement applies to this Resolution 4 and is set out in the Notice of Meeting. At the date of this Notice of Meeting, the Company has not invited any existing shareholder to participate in the issue of shares under ASX Listing Rule 7.1A. Therefore, no voting exclusion applies to this Resolution 4.

Board Recommendation: The Directors recommend that shareholders vote in favour of Resolution 4.