

Capricorn Society Ltd Direct voting regulations

1 Purpose

In accordance with clause 13A.2 of the Company's constitution, Directors have adopted these regulations in respect of Direct Voting.

The purpose of these regulations is to supplement the CSL Constitution and facilitate:-

- (a) Member engagement by permitting Members to directly vote (including through electronic means) in respect of a meeting of Members without attending that meeting in person (which may not always be practicable) or by proxy (which places an intermediary between the Member and the Company); and
- (b) election of Directors through electronic means.

In respect of ballots, the reference to Direct Voting is to voting by electronic means only. Reference to ballot paper materials below is the documentation that accompanies or forms part of the ballot paper.

These regulations are based on regulations formulated by Chartered Secretaries Australia and adapted as appropriate given the form of the Company's constitution.

2 Direct Votes

2.1 Direct Voting Timing

The time by which the votes of members to be cast by Direct Vote must be received by the Company in order to be effective are the earlier of:-

- (a) the date and time indicated by the Company in the materials accompanying the notice of meeting or ballot; or
- (b) the time appointed for closure of postal voting as stated in the ballot paper materials (subject to clause 15.31 CSL Constitution), the commencement of the meeting or, in the case of an adjournment, the resumption of the meeting, as applicable.

2.2 Direct Voting instrument

If sent by post or fax, the Direct Vote must be signed by the Member or, if the Member is a corporation, either under seal or signed by a duly authorised officer, attorney or representative.

If sent by electronic transmission the Direct Vote is to be taken to have been signed if it has been signed or authorised by the Member in the manner approved by the Directors or as otherwise specified in the notice of meeting or ballot paper materials. This includes submitting the Direct Voting form online.

A Direct Vote includes any form of vote that the Directors may prescribe or accept, including by any electronic means.

2.3 Deposit of instrument

At least 48 hours before the time for holding the relevant general meeting, the adjourned meeting or poll at which a person proposes to cast a Direct Vote, there must be received at:-

- (i) the place; or
- (ii) transmitted to the facsimile number or electronic address,

specified for that purpose in the notice of meeting, any necessary authority or power under which the Direct Vote was signed or a certified copy of the power or authority.

2.4 Form of the Direct Vote

A notice of a voting intention is valid in respect of a meeting if it contains:

- (a) the Member's name and address or any applicable identifying notations such as the Company's shareholder identification number or similar approved by the Directors or specified in the notice of meeting; and
- (b) the Member's voting intention on any or all of the resolutions to be put before the meeting

A notice of a voting intention is valid in respect of a ballot if submitted in the form and manner prescribed by Directors in the ballot paper materials.

3 Counting of Direct Votes

3.1 Certificate of Direct Votes cast

The Chairman of the meeting must ensure that a certificate signed by the Company's Company Secretary or delegate of Direct Votes received is available at the meeting ahead of any vote being taken.

The Returning Officer in the presence of Candidate scrutineers (if any) must certify the number of Direct Votes received in respect of any ballot at the counting of the votes.

4 Disclosure of Direct Votes for Meetings

4.1 At the meeting

Before the vote is taken at the meeting, the Chairman of the meeting must inform the meeting whether any Direct Votes have been received and how the Direct Votes are to be cast. The procedure adopted will be the same as for the identification of proxy votes.

4.2 After the meeting – results

The number of Direct Votes received for and against each resolution must be included in the minutes of the meeting in the same manner as proxy votes.