



## Notice of Meeting – BrickX Trust No. 1

BrickX Financial Services Limited

ABN 67 616 118 088

as Responsible Entity of the BrickX Platform (ARSN 613 156 433) (**BrickX Platform**  
or **Scheme**) and Trustee of the BrickX Trust No. 1 (**Trust**)

9 APRIL 2020

### Key dates

Time and venue of Meeting	10.00am  (Melbourne time)  Wednesday 6 May 2020  L27, 101 Collins St, Melbourne VIC 3000
Voting entitlements	Who can vote – 5.00pm (Melbourne time) on Friday 9 April 2020  Value of votes – 10.00am (Melbourne time) on Tuesday 5 May 2020
Lodgement of Proxy Form	10.00am (Melbourne time) on Monday 4 May 2020



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## Notice of Meeting

Pursuant to section 252A of the *Corporations Act 2001* (Cth) (**Corporations Act**) and clause 18.1(a) of the Scheme constitution, BrickX Financial Services Limited (ABN 67 616 118 088, AFSL 494878) as responsible entity of the Scheme and trustee of the Trust (**Trustee**), gives notice that a Meeting of the members of the Scheme who hold Bricks in the Trust (**Brick Holders**) will be held on:

**Time:** 10.00am (Melbourne time)

**Date:** Wednesday 6 May 2020

**Venue:** L27, 101 Collins Street, Melbourne, VIC, 3000

**NOTE:** Due to circumstances beyond its control, the Trustee is not able to allow Brick Holders to attend the Meeting at the above venue.

Teleconference facilities will be made available to Brick Holders who wish to participate in the Meeting. Brick Holders can participate by calling the Toll Free number and entering the access code as shown below:

Australia Toll Free: 1300 289 804

Attendee access code: 6889 0119

In accordance with section 252S(1) of the Corporations Act, the Trustee has appointed Joseph Galvez, Director, or his delegate as the Chair of the Meeting.



## Business of the meeting

The business of the Meeting will consist of the following resolutions:

### Resolution 1 – Approval to sell Property

To consider, and if thought fit, pass the following resolution:

“It is resolved as an extraordinary resolution of the members of the BrickX Platform (ARSN 613 156 433) (**Scheme**) who hold the class of interests in the Scheme represented by units (**Bricks**) in the BrickX Trust No. 1 (**Trust**) that the property located at 1/159 Enmore Road, Enmore NSW 2042 (**Property**), which is the primary asset of the Trust, may be offered for sale:

(a) at a price not less than \$670,000; and

(b) until 4 May 2021.”

### Resolution 2 – General power

If Resolution 1 is passed, to consider, and if thought fit, pass the following resolution:

“It is **resolved as an ordinary resolution** that each director and company secretary of BrickX Financial Services Limited (ABN 67 616 118 088, AFSL 494878) is authorised to do all things necessary or desirable to give effect to Resolution 1 including, without limitation, signing documents, lodging any forms or notices with any authority and, following settlement of any sale of the Property, wind up the Trust.”

Dated 9 April 2020

By order of the board

A handwritten signature in black ink that reads "Joe Galvez".

Joseph Galvez, Chairman

BrickX Financial Services Limited

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## Background

### Factual background

The BrickX Platform launched in 2016. The BrickX Platform consists of an online platform facilitating the acquisition (and in some circumstances, disposal) by members of indirect interests in residential investment properties. A key objective of the BrickX Platform is to create an investment structure which has an investment outcome that closely reflects the economics of a prorated direct investment in the underlying residential investment property. Each residential investment property is held in a BrickX Trust, a unit in which is referred to as a Brick. The BrickX Platform is a single registered managed investment scheme comprising a series of BrickX Trusts, interests in which are available only to members of the Scheme. The Trustee has appointed The Brick Exchange Pty Ltd (the **Manager**) to manage the BrickX Platform and the BrickX Trusts.

Interests in the BrickX Platform and interests in each BrickX Trust are offered under a Product Disclosure Statement (**PDS**). As stated in the PDS, on each five year anniversary of the Settlement of the BrickX Trust, there will be a meeting held to determine whether to sell the property asset held by that BrickX Trust and then wind up the BrickX Trust, or for the property to remain on the BrickX Platform.

Settlement of the Trust occurred on 12 December 2014 and therefore the Trust has reached its five year anniversary for this purpose. The Meeting has therefore been called to allow the Brick Holders to determine whether or not the Property is to be sold.

To enable Members to make an informed decision on each of the Resolutions, the Explanatory Memorandum attached to this notice provides further information about each of the Resolutions set out above.

### Background to the Resolutions

#### Resolution 1

Brick Holders are being asked to approve the offering of the Property for sale at a price of \$670,000 (the **Offer Price**) for a period of 12 months (the **Sale Period**).

Resolution 1 is an extraordinary resolution and will only be passed if Brick Holders who collectively hold at least 50% of the Bricks on issue in the Trust - that is, at least 5,000 out of the 10,000 Bricks on issue - vote in favour.



## Resolution 2

The purpose of Resolution 2 is to authorise the Trustee to undertake all necessary and desirable actions to effect Resolution 1.

Resolution 2 is an ordinary resolution and will be passed if more than 50% of the votes cast by Brick Holders entitled to vote are in favour of the Resolution. Resolution 2 will only be considered at the Meeting if Resolution 1 is passed.

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## Voting

### Entitlement to vote

For the purposes of the Meeting, persons who are registered as Members of the Scheme and as Brick Holders at 5.00pm (Melbourne time) on 9 April 2020 will be entitled to vote and attend the Meeting (by teleconference only).

### Voting exclusions

Section 253E of the Corporations Act provides that the responsible entity of a registered scheme and its associates are not entitled to vote their interest on any resolutions if they have an interest in the resolution other than as a member.

Neither the Trustee nor its associates will vote on the resolution unless they do so as a proxy and the appointment specifies the way they are to vote and they vote in that manner.

### Quorum

The quorum for the Meeting is two Brick Holders who are present and entitled to vote. For the purpose of determining if a quorum is present, a person who is appointed as a proxy by a Brick Holder is included if the Brick Holder who appointed them is not in attendance.

If the quorum is not present within 30 minutes of the time the meeting is due to commence, the meeting will be dissolved and adjourned to a date, time and place specified by the Trustee.

### Voting by poll

All resolutions will be decided by way of a poll. On a poll, each Brick Holder present in person or by proxy has one vote for each dollar of the value of total Bricks they hold in the Trust.

In accordance with section 253F(c) of the Corporations Act, the value of an interest in a registered managed investment scheme is the amount that the responsible entity determines in writing to be the price that a willing but not anxious buyer would pay for the interest if it was



sold on the business day immediately before the day on which the poll is taken. For the purposes of the Meeting, the value of Bricks will be calculated as at 10.00am (Melbourne time) on Tuesday 5 May 2020.



### How votes are calculated

Each Brick Holder will have one vote for each dollar, being the value of the Bricks held in the Trust.

Where the value of your vote comprises cents, your vote will be rounded down to the nearest whole dollar.

As all Bricks in the Trust are equal in value, the proportion of total votes you have will be equivalent to the proportion of total Bricks in the Trust that you hold. There are 10,000 Bricks on issue, so each Brick effectively represents 0.01% of the total votes.

The Trustee has appointed CorpVote Pty. Ltd. (**CorpVote**) to assist with the voting process. They will manage and collate all the proxy votes for these resolutions during the notice period.

### Can I sell my Bricks before the Meeting?

With effect from the date of this notice, the Order Book is closed and you cannot buy or sell Bricks in the Trust.

This does not affect the ability to trade Bricks in other BrickX Trusts which hold properties which are not being considered for sale.

Whether or not there can be subsequent trading in Bricks through the Order Book after the Meeting will depend upon whether the Resolutions are passed at the meeting, and (if they are passed) whether the sale of the Property proceeds.

### How to vote

Ordinarily, Brick Holders would be entitled to attend the Meeting in person and could cast their votes in person at the Meeting. Unfortunately, due to Federal and State government measures that have been put in place to protect public health and safety and stop the spread of the COVID-19 virus, the Trustee is unable to allow Brick Holders to attend the Meeting in person. The Trustee also cannot allow Brick Holders to appoint any other person as a proxy or a representative of a company to attend the Meeting in person.

While Brick Holders will have the opportunity to attend the Meeting via teleconference if they wish to do so, they will not be able to vote on the day of the Meeting.

Therefore, due to the circumstances outlined above (which are outside the control of the Trustee), any Brick Holder who wishes to vote on the Resolutions **MUST**:

- complete a proxy form;



- appoint the Chairman of the Meeting to vote on their behalf (because no other person will be permitted to attend); and
- direct the Chairman how they wish their vote to be exercised.

### Voting by proxy

As noted above, to comply with current government restrictions, the Trustee must keep the number of individuals who are present at the Meeting venue to a minimum.

Consequently Brick Holders cannot vote in person and may only vote if they appoint the Chairman of the Meeting as their proxy and direct the Chairman as to how their vote is to be exercised.

The following documents are enclosed:

- Proxy Form for Individuals
- Proxy Form for Companies

### Individuals

Brick Holders who are individuals (including Brick Holders who hold their Bricks as trustee of a trust) must complete the Proxy Form for Individuals.

This can be done in one of two ways:

- print and fill out a copy of the Proxy Form for Individuals, sign it and send it by mail to the address shown on the Proxy Form; or
- use the Voter Access Code provided by email to complete and lodge the Proxy Form online via CorpVote's secure voting platform.

### Companies

Brick Holders who are companies (including corporate Brick Holders who hold their Bricks as trustee of a trust) must print and fill out a copy of the Proxy Form for Companies, have the form signed on behalf of the company and send it by mail to the address shown on the Proxy Form.

### Voting deadline

The Proxy Form and the original power of attorney or authority (if any) under which the Proxy Form is executed, or a copy of that power or authority which has been notionally certified as a



true copy, must be received (by mail or through online lodgement) no later than 10.00am (Melbourne time) on Monday 4 May 2020.

Please ensure that sufficient time is allowed for postage on any Proxy Form sent by mail to ensure it arrives prior to the deadline.

If the Proxy Form is not received by this time, it will be disregarded for the purposes of voting on the Resolutions.

Due to the limitations on the way the Trustee can conduct the Meeting at this time, Brick Holders who do not submit a Proxy Form on time will not be able to cast their votes on the Resolutions.

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## Explanatory Memorandum

### Purpose of the Meeting

Under the terms of issue of the Bricks, on each 5 year anniversary of the Settlement of the Trust, a meeting of Brick Holders is to be held to determine whether the Property will be sold or maintained on the BrickX Platform.

The Brick Holders are being asked to vote on the offering of the Property for sale at the Offer Price for the duration of the Sale Period.

### About the Property

The Property is located at 1/159 Enmore Road in Enmore, a suburb in Sydney's inner west. It is a modern, one bedroom, one bathroom apartment with an internal laundry, built-in wardrobes, featuring outdoor spaces (balcony and courtyard) and air conditioning, situated within a block of nine apartments with no on-site parking.

The Property was purchased for \$620,000 in December 2014. At the time it was purchased, it was rented for \$590 per week.

The most recent independent valuation in December 2019 was \$670,000. The Trust currently holds a cash reserve of \$8,145 (to provide for any expenses associated with the Property that may not be covered by the income it generates) and has un-amortised Property acquisition costs of \$64.

The Property is currently tenanted with a month to month lease at \$580 per week and delivered an annualised net rental yield of 2.92% in the last 12 months which equates to net rental income of \$18,976 per annum.<sup>1</sup>

There are no outstanding loans against the Property.

Assuming the Property was sold at the Sale Price proposed in Resolution 1, the estimated final distribution payable is \$64.86, which is the amount per Brick that would be transferred into Brick Holders' Digital Wallets following the sale of the Property and subsequent winding up of the Trust. This estimate has been determined based on the calculations outlined in the following table based on the Manager's best estimates at this point in time.

<sup>1</sup> Source: <https://www.brickx.com/properties/ENM01/distributions>



Property Disposal Assessment (Valuation based)	
Property Value (Dec 19) \$	\$ 670,000
Cash Reserve	\$ 8,145
Unamortised Property Acquisition Costs	\$ (64)
Expected sale costs	\$ (14,300)
Trust wind-up costs	\$ (5,000)
Marketing costs	\$ (7,143)
Other - including Meeting costs	\$ (3,000)
Final Trust Asset Value (after Sale)	\$ 648,638
Divided by 10,000 Bricks	
Est. Final Distribution per Brick	\$ 64.86

The outcome for each Brick Holder from an investment performance perspective will vary from one Brick Holder to another, based upon a number of factors including the point in time and price at which they purchased their Bricks, the income distributions they have received while holding the Bricks and their own personal tax position.

### Recommendation of the Manager

The Manager has recommended to the Trustee that the Brick Holders vote as to whether the Property should be offered for sale. Given the current market uncertainty, the Manager would recommend a sale at or above the Offer Price (which represents the most recent independent valuation), however cannot comment on the feasibility of achieving a sale at that price in the next 12 months.

If Brick Holders do not vote in favour of offering the Property for sale or if the Property cannot be sold at or above the Offer Price within the next 12 months, the Trust will retain the Property and on the next five-year anniversary the Brick Holders will again be asked to consider whether the Property should be offered for sale.

## Suburb Growth

Over the past 5 years, the median price of units in the suburb of Enmore has experienced an average compound annual growth rate of 4.86% and up until March 2020 was experiencing a price recovery that commenced in late 2019. The CoreLogic index for all dwellings in Sydney increased by 1.1% in March 2020 with a weakening that commenced from mid-March 2020<sup>2</sup>.



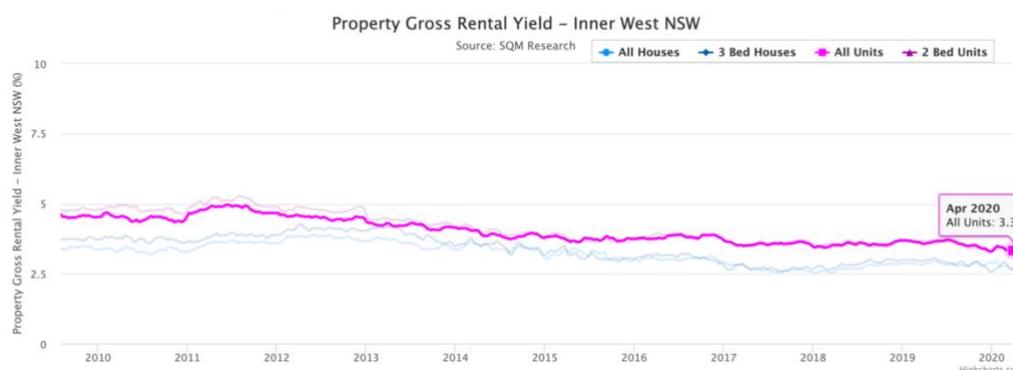
<sup>2</sup> Source: <https://www.abc.net.au/news/2020-04-01/national-house-prices-march-coronavirus-property-corelogic/12109434>

## Historical Rental Yield

Within Sydney's Inner West, gross rental yield has declined since 2014 when the Property was purchased from 3.8% per annum in December 2014 to 3.3% per annum in April 2020 as illustrated in the chart below.

## PROPERTY GROSS RENTAL YIELD - INNER WEST NSW

### REGION: INNER WEST



Source: <https://sqmresearch.com.au/property-rental-yield.php?sfx=&region=nsw%3A%3AInner+West&t=1>

## Forecast Market Outlook

At the start of 2020, the Sydney residential real estate market was expected to deliver continued capital growth of 8% in 2020 and 3-5% in 2021<sup>3</sup>. This forecast is now significantly altered due to the economic impacts of COVID-19 and no revised forecasts are currently available. Early indications point to downward pressure on property prices, with initial views suggesting that prices will fall in the range of 5% to 20% or more, depending on the level of unemployment that results from the current downturn<sup>4</sup>. It is difficult to forecast at this point in time as the depth and duration of the downturn are not clear and will be linked to a broader economic recovery in Australia.

Another key consideration is that the number of properties available on the market for sale is rapidly decreasing. The auction clearance rate in Sydney declined to 37% on Saturday 28th March 2020 and 550 properties were withdrawn from sales. The CoreLogic data is not currently available for March 2020 to assess the impact to date on property values, however

<sup>3</sup> Source: <https://www.domain.com.au/research/domains-property-price-forecasts-february-2020-928094/#Sydney-forecasts>

<sup>4</sup> Source: <https://www.abc.net.au/news/2020-03-24/coronavirus-house-prices-to-fall-unemployment-to-double/12082014>

<sup>5</sup> Source: <https://www.domain.com.au/auction-results/sydney/>



this would suggest that demand has dropped significantly, which will be reflected in property prices.

### Rental Outlook

This shift in economic conditions also places pressure on rental yields. The combination of lower interest rates, high unemployment and an increase in long term rentals available on the market will place downward pressure on rental yields over time. It is difficult to determine if the Property will continue to deliver against its historical net rental yield of 2.92% per annum in this environment.

### Property Sale Process

In light of the above points, the Manager has proposed the Offer Price in line with the December 2019 valuation and recommended 12 months for the Sale Period to allow for a realistic timeframe for potential market recovery. The Manager would not expect to be able to sell the Property for the Offer Price in the next 3-6 months.

Based upon the Manager's recommendation, the Trustee has formed the view that it is in the best interests of the Brick Holders to seek approval to sell the Property at or above the Offer Price, provided that the sale can be effected within the Sale Period.

The Sale Period of 12 months has been proposed to factor in the impact of COVID-19 restrictions on the real estate market. For the latest information on the restrictions in place in New South Wales please refer [here](#). This has implications for both the method of sale (auction vs private treaty) and the ability to facilitate inspections to the Property. Any sale process will need to be managed within the restrictions that are in place at that time.

Given the tenant is on a month to month lease, it is also worth noting the risk of vacancy (and hence the Property earning no income, whilst some expenses such as council rates would remain payable) through the Sale Period. If the Property was subsequently re-let, there is no guarantee that the rent payable under a new lease would be the same as the current lease, and it could be less.

### What happens if the Resolutions are passed?

If the Resolutions are passed, the Property will be offered for sale at the Offer Price for the Sale Period. Buying and selling of Bricks will remain in a trading halt through the Sale Period. This means that Brick Holders cannot offer their Bricks for sale through the Order Book during the Sale Period.

If, during the Sale Period, a contract for sale is executed to sell the Property at or above the Offer Price, the sale of the Property will proceed. Once the sale has settled, the Trust will be



wound up. After all of the expenses of the sale and winding up have been paid, a final distribution will be paid to the Brick Holders by making a transfer of funds to their Digital Wallet.

If there is no contract for sale executed during the Sale Period to sell the Property at or above the Offer Price, the Property will be removed from sale at the end of the Sale Period. The Trust will continue to hold the Property, the Order Book will be re-opened and the ability to trade Bricks will resume.

### What happens if the Resolutions are not passed?

Trading in Bricks has been placed on hold pending the outcome of the Meeting. If the Resolutions are not passed, the Trust will continue to hold the Property, the Order Book will be re-opened and the ability to trade Bricks will resume.

Brick Holders will have the opportunity to consider whether to sell the Property at the next five year anniversary of Settlement of the Trust.

## PROXY FORM FOR INDIVIDUALS - BrickX Trust No. 1

### STEP 1 – Appointment of Chairman of the Meeting as Proxy

I, being a member of the BrickX Platform (ARSN 613 156 433) and holder of Bricks in the BrickX Trust No. 1:

- am entitled to attend and vote at the Meeting of holders of Bricks in the BrickX Trust No. 1 to be held at **L27, 101 Collins Street, Melbourne, VIC, 3000 on 6 May 2020** at 10.00am (Melbourne time), and any adjournment or postponement of that Meeting; and
- appoint the Chairman of the Meeting as my proxy to act generally on my behalf and to vote in accordance with my directions.

### STEP 2 – Items of Business

**NOTE: You MUST direct the Chairman how you wish your votes to be cast on the Resolutions.**

Resolutions	FOR	AGAINST	ABSTAIN
<p>1 "It is <b>resolved as an extraordinary resolution</b> of the members of the BrickX Platform (ARSN 613 156 433) (<b>Scheme</b>) who hold the class of interests in the Scheme represented by units (<b>Bricks</b>) in the BrickX Trust No. 1 (<b>Trust</b>) that the property located at 1/159 Enmore Road, Enmore NSW 2042 (<b>Property</b>), which is the primary asset of the Trust, may be offered for sale:</p> <p style="margin-left: 40px;">a. at a price not less than \$670,000; and</p> <p style="margin-left: 40px;">b. until 4 May 2021."</p>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
<p>2. "It is <b>resolved as an ordinary resolution</b> of the members of the Scheme who hold Bricks in the Trust that each director and company secretary of BrickX Financial Services Limited (ABN 67 616 118 088, AFSL 494878) is authorised to do all things necessary or desirable to give effect to Resolution 1 including, without limitation, signing documents, lodging any forms or notices with any authority and, following settlement of any sale of the Property, wind up the Trust."</p>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>





STEP 3 – Brick Holder Details and Signature

Name*	
If you are signing this form in your capacity as trustee of a trust, please provide the name of the trust here*	
Address*	
Contact number	

\*as shown in BrickX Platform register of members

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

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## Instructions to Brick Holder

### Appointment of proxy

You must appoint the Chairman of the Meeting to act as your proxy if you wish to vote.

### Directing my proxy how to vote

You will need to do this by filling out the table set out in the voting form Step 2 - Items of Business.

In directing the Chairman how to vote, you may direct him to vote for or against the resolution, or not vote at all, by marking the box called “abstain”.

### Your name and address

Please provide your name, address and contact number. This should be the same as it appears on the BrickX Platform register. If your details have changed, please let us know of the change and we will update the register.

### How to submit this form

For your convenience we have arranged CorpVote to provide you a Voter Access Code (VAC) via email to enable you to appoint a proxy and, should you choose to do so, direct your proxy how to exercise your vote, online. This form will be replicated online and accessible using your allocated VAC. Please follow the online instructions to ensure you correctly complete and submit your form.

Alternatively, you can mail your completed, signed form to:

CorpVote Pty Ltd

PO Box 2432

Fitzroy VIC 3065

Australia

### Returning this form

Once you have completed the required details in the form, and submitted the form, CorpVote will collate your proxy votes with other Brick Holders' proxy votes. You will need to provide your vote by no later than 10am, Monday 4 May 2020. Please allow sufficient time for postage if you are lodging a paper form.



If you have signed the proxy form through an attorney, you must provide either the document that appoints the attorney or a certified copy of that document by sending the document electronically to CorpVote at [support@corpvote.com.au](mailto:support@corpvote.com.au) or (if completing the paper form) by mail together with your proxy form.

### Enquiries

For assistance on the voting process please call CorpVote on 1300 147 797 or email [support@corpvote.com.au](mailto:support@corpvote.com.au).

For assistance and questions relating to your BrickX Membership and the BrickX Platform please email [info@BrickX.com](mailto:info@BrickX.com).

## PROXY FORM FOR COMPANIES - BrickX Trust No. 1

### STEP 1 – Appointment of Chairman of the Meeting as Proxy

\_\_\_\_\_ (INSERT NAME OF COMPANY),

being a member of the BrickX Platform (ARSN 613 156 433) and holder of Bricks in the BrickX Trust No. 1:

- is entitled to attend and vote at the Meeting of holders of Bricks in the BrickX Trust No. 1 to be held at **L27, 101 Collins Street, Melbourne, VIC, 3000 on 6 May 2020** at 10.00 am (Melbourne time), and any adjournment or postponement of that Meeting; and
- appoints the Chairman of the Meeting as its proxy to act generally on its behalf and to vote in accordance with its directions.

### STEP 2 – Items of Business

**NOTE: You MUST direct the Chairman how you wish your votes to be cast on the Resolutions.**

Resolutions	FOR	AGAINST	ABSTAIN
<p>1 "It is <b>resolved as an extraordinary resolution</b> of the members of the BrickX Platform (ARSN 613 156 433) (<b>Scheme</b>) who hold the class of interests in the Scheme represented by units (<b>Bricks</b>) in the BrickX Trust No. 1 (<b>Trust</b>) that the property located at 1/159 Enmore Road, Enmore NSW 2042 (<b>Property</b>), which is the primary asset of the Trust, may be offered for sale:</p> <p style="margin-left: 40px;">c. at a price not less than \$670,000; and</p> <p style="margin-left: 40px;">d. until 4 May 2021."</p>	○	○	○
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STEP 3 – Brick Holder Details and Signature

If the company is signing this form in its capacity as trustee of a trust, please provide the name of the trust here*	
Company address*	
Company contact number	

\*as shown in BrickX Platform register of members

Executed on behalf of \_\_\_\_\_ (name of company) in accordance with section 127 of the *Corporations Act 2001* (Cth)

.....  
Director

.....  
Director

.....  
Name of director / company secretary

(BLOCK LETTERS)

.....  
Name of director

(BLOCK LETTERS)

Date: \_\_\_\_\_

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## Instructions to Brick Holder

### Appointment of proxy

You must appoint the Chairman of the Meeting to act as your proxy if you wish to vote.

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### How to submit this form

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CorpVote Pty Ltd

PO Box 2432

Fitzroy VIC 3065

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### Returning this form

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If you have signed the proxy form through an attorney, you must provide either the document that appoints the attorney or a certified copy of that document by sending the document



electronically to CorpVote at [support@corpvote.com.au](mailto:support@corpvote.com.au) or (if completing the paper form) by mail together with your proxy form.

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For assistance and questions relating to your BrickX Membership and the BrickX Platform please email [info@BrickX.com](mailto:info@BrickX.com).